

SILVER BULL RESOURCES, INC.  
Form 10-K  
January 13, 2014

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED October 31, 2013

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD OF \_\_\_\_\_ TO \_\_\_\_\_.

Commission File Number: 001-33125

SILVER BULL RESOURCES, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
State or other jurisdiction of incorporation or organization

91-1766677  
(I.R.S. Employer Identification No.)

925 West Georgia Street, Suite 1908  
Vancouver, B.C. V6C 3L2  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (604) 687-5800

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class            | Name of each exchange on which registered |
|--------------------------------|---|
| Common Stock, \$0.01 Par Value | NYSE MKT                                  |

Common Stock, \$0.01 Par Value  
(Title of Class)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act

Yes  No  R

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes  No  R

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  R

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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 (§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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or smaller reporting company:

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of January 13, 2014, there were 159,072,657 shares of the registrant's \$0.01 par value Common Stock ("Common Stock"), the registrant's only outstanding class of voting securities, outstanding. As of April 30, 2013, the aggregate market value of the registrant's voting Common Stock held by non-affiliates of the registrant was approximately \$51.0 million based upon the closing sale price of the Common Stock as reported by the NYSE MKT. For the purpose of this calculation, the registrant has assumed that its affiliates as of April 30, 2013 included all directors and officers and one shareholder that held approximately 15.6% of its outstanding common stock.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A in connection with the 2014 annual meeting of shareholders are incorporated by reference in Part III of this annual report on Form 10-K.

SILVER BULL RESOURCES, INC.

ANNUAL REPORT ON FORM 10-K

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When we use the terms “Silver Bull,” “we,” “us,” or “our,” we are referring to Silver Bull Resources, Inc. and its subsidiaries unless the context otherwise requires. We have included technical terms important to an understanding of our business under “Glossary of Common Terms” at the end of this section. Throughout this document we make statements that are classified as “forward-looking.” Please refer to the “Cautionary Statement Regarding Forward-Looking Statements” section of this document for an explanation of these types of assertions.

#### Cautionary Statement Regarding Forward-Looking Statements

This Annual Report on Form 10-K includes certain statements that may be deemed to be “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the United States Private Securities Litigation Reform Act of 1995, and “forward-looking information” within the meaning of applicable Canadian securities legislation. We use words such as “anticipate,” “continue,” “likely,” “estimate,” “expect,” “may,” “will,” “projection,” “should,” “potential,” “could,” or similar words suggesting future outcomes (including negative and grammatical variations) to identify forward-looking statements. These statements include, among other things, our planned activities at the Sierra Mojada Project in 2014, continuing to progress in securing additional surface rights, the timing and scope of our metallurgical program and exploration activities, the projections and estimates set forth in the PEA Technical Report and our proposed capital and operating budgets for the Sierra Mojada Project and general and administrative expenses.

These statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate in the circumstances. Such statements are subject to a number of assumptions, risks and uncertainties and our actual results could differ from those express or implied in these forward-looking statements as a result of the factors described under “Risk Factors” in this Annual Report on Form 10-K, including:

- Results of future exploration at our Sierra Mojada Project;
- Our ability to raise necessary capital to conduct our exploration activities, and do so on acceptable terms;
- Worldwide economic and political events affecting the market prices for silver, gold, zinc, lead, copper, manganese and other minerals that may be found on our exploration properties;
- The amount and nature of future capital and exploration expenditures;
- Competitive factors, including exploration-related competition;
- Our inability to obtain required permits;
- Timing of receipt and maintenance of government approvals;
- Unanticipated title issues;
- Changes in tax laws;
- Changes in regulatory frameworks or regulations affecting our activities;
-

Our ability to retain key management and consultants and experts necessary to successfully operate and grow our business; and

· Political and economic instability in Mexico and other countries in which we conduct our business, and future potential actions of the governments in such countries with respect to nationalization of natural resources or other changes in mining or taxation policies.

These factors are not intended to represent a complete list of the general or specific factors that could affect us.

All forward-looking statements speak only as of the date made. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. Except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made or to reflect the occurrence of anticipated or unanticipated events or circumstances. You should not place undue reliance on these forward-looking statements.

Cautionary Note Regarding Exploration Stage Companies

We are an exploration stage company and do not currently have any known reserves and cannot be expected to have known reserves unless and until a feasibility study is completed for the Sierra Mojada concessions that shows proven and probable reserves. There can be no assurance that our concessions contain proven and probable reserves and investors may lose their entire investment. See “Risk Factors.”

Glossary of Common Terms

The following terms are used throughout this Annual Report on Form 10-K.

|  |  |
|--|--|
| Concession                             | A grant of a tract of land made by a government or other controlling authority in return for stipulated services or a promise that the land will be used for a specific purpose.   |
| Exploration Stage                      | A prospect that is not yet in either the development or production stage.  |
| Feasibility Study                      | An engineering study designed to define the technical, economic, and legal viability of a mining project with a high degree of reliability.  |
| Formation                              | A distinct layer of sedimentary rock of similar composition.   |
| Mineralized Material                   | Mineral bearing material such as zinc, silver, gold, lead or copper that has been physically delineated by one or more of a number of methods including drilling, underground work, surface trenching and other types of sampling. This material has been found to contain a sufficient amount of mineralization of an average grade of metal or metals to have economic potential that warrants further exploration evaluation. While this material is not currently or may never be classified as reserves, it is reported as mineralized material only if the potential exists for reclassification into the reserves category. This material cannot be classified in the reserves category until final technical, economic and legal factors have been determined. Under the U.S. Securities and Exchange Commission’s standards, a mineral deposit does not qualify as a reserve unless the recoveries from the deposit are expected to be sufficient to recover total cash and non-cash costs for the mine and related facilities and make a profit. |
| Mining                                 | The process of extraction and beneficiation of mineral reserves to produce a marketable metal or mineral product. Exploration continues during the mining process and, in many cases, mineral reserves are expanded during the life of the mine operations as the exploration potential of the deposit is realized.  |
| Ore, Ore Reserve, or Mineable Ore Body | The part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination.  |
| Reserves                               | Estimated remaining quantities of mineral deposit and related substances anticipated to be recoverable from known accumulations, from a given date   |



forward, based on:

- (a) analysis of drilling, geological, geophysical and engineering data;
- (b) the use of established technology;
- (c) specified economic conditions, which are generally accepted as being reasonable, and which are disclosed; and
- (d) permitted and financed for development

Resources

Those quantities of mineral deposit estimated to exist originally in naturally occurring accumulations.

Resources are, therefore, those quantities estimated on a particular date to be remaining in known accumulations plus those quantities already produced from known accumulations plus those quantities in accumulations yet to be discovered.

Resources are divided into:

- (a) discovered resources, which are limited to known accumulations; and
- (b) undiscovered resources.

Tonne

A metric ton which is equivalent to 2,204.6 pounds.

## PART I

### Items 1 and 2. BUSINESS AND PROPERTIES

#### Overview and Corporate Structure

Silver Bull Resources, Inc. was incorporated in the State of Nevada on November 8, 1993 as the Cadgie Company for the purpose of acquiring and developing mineral properties. The Cadgie Company was a spin-off from its predecessor, Precious Metal Mines, Inc. In 1996, our name was changed to Metalline Mining Company (“Metalline”). On April 21, 2011, we changed our name to Silver Bull Resources, Inc. We have not realized any revenues from our planned operations and we are considered an Exploration Stage Company. We have not established any reserves with respect to our exploration projects, and may never enter into the development with respect to any of our projects.

We engage in the business of mineral exploration. We currently own or have the option to acquire a number of property concessions in Mexico within a mining district known as the Sierra Mojada District, located in the west-central part of the state of Coahuila, Mexico. We conduct our operations in Mexico through our wholly-owned subsidiary corporations, Minera Metalin S.A. de C.V. (“Minera Metalin”) and Contratistas de Sierra Mojada S.A. de C.V. (“Contratistas”) and through Minera Metalin’s wholly-owned subsidiary Minas de Coahuila SBR S.A. de C.V. (“Minas”).

In April 2010, Metalline Mining Delaware, Inc., our wholly-owned subsidiary, was merged with and into Dome Ventures Corporation (“Dome”). As a result, Dome became a wholly-owned subsidiary of Silver Bull. Dome’s subsidiaries include its wholly-owned subsidiaries Dome Asia Inc. and Dome International Global Inc., which are incorporated in the British Virgin Islands. Dome International Global Inc.’s subsidiaries include its wholly-owned subsidiaries incorporated in Gabon, Dome Ventures SARL Gabon (“Dome Gabon”) and African Resources SARL Gabon (“African Resources”), as well as its 99.99%-owned subsidiary, Dome Minerals Nigeria Limited, incorporated in Nigeria. We conduct our exploration activities in Gabon, Africa through Dome Gabon and African Resources.

Our efforts have been concentrated in expenditures related to exploration properties, principally in the Sierra Mojada Property located in Coahuila, Mexico. We have not determined whether the exploration properties contain ore reserves that are economically recoverable. The ultimate realization of our investment in exploration properties is dependent upon the success of future property sales, the existence of economically recoverable reserves, our ability to obtain financing or make other arrangements for development and future profitable production. The ultimate realization of our investment in exploration properties cannot be determined at this time, and accordingly, no provision for any asset impairment that may result, in the event we are not successful in developing or selling these properties, has been made in the accompanying consolidated financial statements, except as disclosed in Note 5.

#### Sierra Mojada Project

##### Location, Access and Infrastructure

The Sierra Mojada project is located within a mining district known as the Sierra Mojada District. The Sierra Mojada District is located in the west central part of the state of Coahuila, Mexico, near the Coahuila-Chihuahua state border approximately 200 kilometers south of the Big Bend of the Rio Grande River. The principal mining area extends for approximately 5 kilometers in an east-west direction along the base of the precipitous, 1,000 meter high, Sierra Mojada Range.

The Sierra Mojada project site is situated to the south of the village of Esmeralda, on the northern side of a major escarpment that forms the northern margin of the Sierra Mojada range. In general, the site is approximately 1,500 meters above sea level. The project is accessible by paved road from the city of Torreon, Coahuila, which lies

approximately 250 kilometers to the southwest. Esmerelda is served by a rail spur of the Coahuila Durango railroad. There is an airstrip east of Esmeralda, although its availability is limited, and another airstrip at the nearby Penoles plant, which we can use occasionally. The Sierra Mojada District has high voltage electric power supplied by the national power company, Comision Federal de Electricidad, C.F.E., and is supplied water by the municipality of Sierra Mojada. Although power levels are sufficient for current operations and exploration, future development of the project, if any, may require additional power supplies to be sourced.

Our facilities in Mexico include offices, residences, shops, warehouse buildings and exploration equipment located at Calle Mina #1, La Esmeralda, Coahuila, Mexico.

The map below shows the location of the Sierra Mojada project:

### Property History

Silver and lead were first discovered by a foraging party in 1879, and mining to 1886 consisted of native silver, silver chloride, and lead carbonate ores. After 1886, silver-lead-zinc-copper sulphate ores within limestone and sandstone units were produced. No accurate production history has been found for historical mining during this period.

Approximately 90 years ago, zinc silicate and zinc carbonate minerals (“Zinc Manto Zone”) were discovered underlying the silver-lead mineralized horizon. The Zinc Manto Zone is predominantly zinc dominated, but with subordinate lead – rich manto and is principally situated in the footwall rocks of the Sierra Mojada Fault System. Since discovery and up to 1990, zinc, silver, and lead ores were mined from various mines along the strike of the deposit including from the Sierra Mojada Property. Ores mined from within these areas were hand-sorted, and the concentrate shipped mostly to smelters in the United States.

Activity during the period of 1956 to 1990 consisted of operations by the Mineros Norteños Cooperativa and operations by individual owners and operators of pre-existing mines. The Mineros Norteños operated the San Salvador, Encantada, Fronteriza, Esmeralda, and Parrena mines, and shipped oxide zinc ore to Zinc National’s smelter in Monterrey, while copper and silver ore were shipped to smelters in Mexico and the United States.

We estimate that over 45 mines have produced ore from underground workings throughout the approximately five kilometer by two kilometer area that comprises the Sierra Mojada District. We estimate that since its discovery in 1879, the Sierra Mojada District has produced approximately 10 million tons of silver, zinc, lead and copper ore. The District does not have a mill to concentrate ore and all mining conducted thus far has been limited to selectively mined ore of sufficient grade to direct ship to smelters. We believe that mill-grade mineralization that was not mined remains available for extraction. No mining operations are currently active within the area of the Sierra Mojada District, except for a dolomite quarry by Peñoles near Esmeralda.

In the 1990’s, Kennecott Copper Corporation (“Kennecott”) had a joint venture agreement involving USMX’s Sierra Mojada concessions. Kennecott terminated the joint venture in approximately 1995. We entered into a Joint Exploration and Development Agreement with USMX in July 1996 involving USMX’s Sierra Mojada concessions. In 1998, we purchased the Sierra Mojada and the USMX concessions and the Joint Exploration and Development Agreement was terminated. We also purchased certain other concessions during this time and conducted exploration for copper and silver mineralization from 1997 through 1999.

In October of 1999, we entered into a joint venture with North Limited of Melbourne, Australia (now Rio Tinto). North Limited withdrew from the joint venture in October 2000.

We entered into a joint venture agreement with Peñoles in November 2001. The agreement allowed Peñoles to acquire 60% of the Sierra Mojada project by completing a bankable Feasibility Study and making annual payments to us. During 2002 and 2003, Peñoles conducted an underground exploration program. In December 2003, the joint venture was terminated by mutual consent between Peñoles and us.

#### Title and Ownership Rights

The Sierra Mojada Project is comprised of 35 concessions consisting of 85,060 hectares (about 210,188 acres). We periodically obtain additional concessions in the Sierra Mojada Project area and whether we will continue to hold these additional concessions will depend on future exploration work and exploration results and our ability to obtain financing. Over the course of the year we have terminated our rights to significant concessions holdings not in the core area of the Sierra Mojada Project.

Seven of the concessions in the Sierra Mojada project are subject to options to purchase from existing third party concession owners. During 2013 we terminated or permitted to expire option agreements covering six concessions that are not in the core area of the Sierra Mojada Project. We also modified the terms of certain of the remaining agreements to defer certain option payments to after 2013. If exploration results warrant, we intend to make the payments described below. Pursuant to the option purchase agreements, we are required to make certain payments over the terms of these contracts to obtain full ownership of these concessions as set forth in the table below:

#### Olympia (1 concession)

| Payment Date  | Payment Amount                 |
|---------------|--------------------------------|
| March 2014(1) | Mexican peso (“\$MXN”) 500,000 |

(1) If a change of control occurs prior to the payment date, this payment is due upon the change of control.

#### Nuevo Dulces Nombres (Centenario) and Yolanda III (2 concessions)

| Payment Date   | Payment Amount(1)  |
|--|--------------------|
| Monthly payment beginning August 2014 and ending July 2016 | \$20,000 per month |

(1) Until July 2016, the Company has the option of acquiring Nuevo Dulces Nombres (100% interest) for \$4 million and Yolanda III (100% interest) for \$2 million plus a lump sum payment equal to any remaining monthly payments.

#### Poder de Dios, Anexas a Poder de Dios and Ampliacion a Poder de Dios (3 concessions)

| Payment Date  | Payment Amount(1) |
|---------------|-------------------|
| April 2014    | \$6 million       |
| October 2014  | \$6 million       |
| April 2015(1) | \$7 million       |

(1) Payments shown reflect the option purchase price for a period of six months from the payment date for the acquisition of 100% of the concessions. Subsequent to April 2015 the option purchase price is \$7 million for the acquisition of 100% of the concessions. In addition the Company is required to make payments of \$300,000 in April and October of each year until the option purchase is made otherwise the Company will lose its interest in the concessions. The option purchase price until April 2014 is \$5 million.

Veta Rica o La Inglesa (1 concession)

| Payment Date | Payment Amount |
|--------------|----------------|
| April 2014   | \$300,000      |

Each mining concession enables us to explore the underlying concession in consideration for the payment of a semi-annual fee to the Mexican government and completion of certain annual assessment work. Annual assessment work in excess of statutory annual requirements can be carried forward and applied to future periods.

Ownership of a concession provides the owner with exclusive exploration and exploitation rights to all minerals located on the concessions, but does not include the surface rights to the real property. Therefore, we will need to negotiate any necessary agreements with the appropriate surface landowners if we determine that a mining operation is feasible for the concessions. We own surface rights to five lots in the Sierra Mojada Property (Sierra Mojada lot #1, #3, #4, #6 and #7), but anticipate that we will be required to obtain additional surface rights if we determine that a mining operation is feasible.

#### Geology and Mineralization

The Sierra Mojada concessions contain a mineral system which can be separated into two distinct zones: The “Silver Zone” and the “Zinc Zone.” These two zones lie along the Sierra Mojada Fault which trends east-west along the base of the Sierra Mojada range. All of the mineralization identified to date is seen as oxide, which has been derived from primary “sulphide” bodies which have been oxidized and remained in situ or remobilized into porous and fractured rock along the Sierra Mojada Fault. The formation of a silver rich zone (the Silver Zone) and a zinc rich zone (the Zinc Zone) is a reflection of the mobility’s of the metals in the ground water conditions at Sierra Mojada.

The geology of the District is composed of a Cretaceous limestone and dolomite sequence sitting on top of the Jurassic “San Marcos” red sediments. This sedimentary sequence has then later been intruded by Tertiary volcanics, which are considered to be responsible for the mineralization seen at Sierra Mojada. Historical mines are dry and the rocks are competent for the most part. The thickness and attitude of the mineralized material could potentially be amenable to high volume mechanized mining methods and low cost production.



### Preliminary Economic Assessment Technical Report

On December 19, 2013, JDS Energy & Mining Inc. (“JDS”) delivered Silver Bull’s amended initial Preliminary Economic Assessment (the “PEA Technical Report”) on the silver and zinc mineralization for the Sierra Mojada Project in accordance with Canadian National Instrument 43-101 (“NI 43-101”). The PEA Technical Report includes an update on the silver and zinc mineralization, which was estimated from 1,372 diamond drill holes, 25 reverse circulation drill holes, 9,025 channel samples and 2,345 long holes. At a cutoff grade of 25 grams/tonne of silver for mineralized material, the PEA Technical Report indicates mineralized material of 71.1 million tonnes at an average silver grade of 71.5 grams/tonne silver and an average zinc percentage of 1.34%. Mineralized material estimates do not include any amounts categorized as inferred resources. The PEA Technical Report included a preliminary assessment of capital costs, mine plan, processing and projected operating costs of a possible future mine at the Sierra Mojada Project. We believe the results of the PEA Technical Report, although preliminary in nature, were encouraging and show that the Sierra Mojada Project has the potential to continue to advance.

“Mineralized material” as used in this Annual Report on Form 10-K, although permissible under the Securities and Exchange Commission’s (“SEC’s”) Industry Guide 7, does not indicate “reserves” by SEC standards. We cannot be certain that any part of the Sierra Mojada Project will ever be confirmed or converted into SEC Industry Guide 7 compliant “reserves.” Investors are cautioned not to assume that all or any part of the mineralized material will ever be confirmed or converted into reserves or that mineralized material can be economically or legally extracted.

#### Sampling, Analysis, Quality Control and Security

Our activities conform to mining industry standard practices and follow the Best Practices Guidelines of the Canadian Institute of Mining, Metallurgy, and Petroleum (CIM). Sampling is directed and supervised by trained and experienced geologists. Drill core and other samples are processed and logged using industry standard methods. Standard samples, duplicates and blanks are periodically entered into the stream of samples submitted for assays, and campaigns of re-sampling and duplicate analyses and round-robin inter-laboratory validations are conducted periodically. We use ALS Chemex - Vancouver (“ALS Chemex”) laboratory as our independent primary laboratory. ALS Chemex is ISO 9001:2000 certified. All analytical results that are used in resource models are exclusively from the independent primary laboratory.

Our consultants perform technical audits of our operations, including our formal QA/QC program, and recommend improvements as needed. A systematic program of duplicate sampling and assaying of representative samples from previous exploration activities was completed in 2010 under the direction and control of our consultants. Results of this study acceptably confirm the values in the project database used for resource modeling.

We formerly operated a sample preparation and an analytical laboratory at the project that prepared samples for shipment, performed QA/QC analyses to ensure against cross contamination of samples during preparation and removed most low-value samples from the flow to the primary laboratory. For both cost and perception reasons, the internal laboratory has been shut down, and all drill samples are submitted directly to ALS Chemex for sample preparation and analyses.

#### Prior Exploration Activities

We have focused our exploration efforts on two primary locations: the Silver Zone and the Zinc Zone. As further described below, we have conducted various exploration activities at the Sierra Mojada Project, however, to date, we have not established any reserves, and the project remains in the exploration state and may never enter the development stage.

Prior to 2008, exploration efforts largely focused on the Zinc Zone with surface and underground drilling. In 2008 Pincock, Allen, & Holt (“PAH”) published a resource report on the Zinc Zone, but no further significant work has been completed on this area until recently.

In fiscal year 2009, we scaled back our exploration activities and administrative costs to conserve capital while we tried to secure additional sources of capital.

After closing the transaction with Dome in April 2010, we focused our exploration activities at Sierra Mojada on the Silver Zone which lies largely at surface. By the end of calendar 2012, approximately 100,000 meters of diamond drilling from surface and 10,000 meters of underground drilling had been completed.

The silver contained within the Silver Zone is seen primarily as silver halide minerals. The zinc contained within the Zinc Zone is contained mostly in the mineral hemimorphite and, to a lesser amount, in the mineral smithsonite.

## 2013 Exploration Activities

Our focus for 2013 was the completion of an updated NI 43-101 compliant resource estimate, continued metallurgical work and the completion of a preliminary economic assessment. During April 2013, JDS delivered a technical report (the “April 2013 Technical Report”) on the mineralization at the Sierra Mojada Project in accordance with NI 43-101. Further in December 2013, the preliminary economic assessment was completed, together with an updated estimate on the silver and zinc mineralization. We also continued to progress our metallurgical program, as described below.

A 4,000 meter drill program for 2013 had been planned targeting what is believed to be an extension to the “high grade silver mineralization”. Approximately 400 meters of underground drilling under this program has been conducted, but due to volatile market conditions, the remaining drill program has been placed on hold.

A regional mapping and prospecting exploration program was completed on the Palamos Negros prospect. The aim of this program was to identify drill targets in this prospect which lies outside of the silver zone. More work is needed on this area to better understand the controls on the mineralization. Due to volatile market conditions, further work has been put on hold.

## 2014 Exploration Program

As discussed in the “Material Changes in Financial Condition, Liquidity and Capital Resources” section below we have approved a calendar year 2014 budget of \$1.8 million for the Sierra Mojada Property. The focus of the 2014 calendar year program is continuing to progress in securing additional surface rights, maintenance of our property concessions, further studying power and water alternatives and continued metallurgical work. Due to current market conditions our calendar year 2014 budget for the Sierra Mojada Project does not include plans to complete a pre-feasibility study.

## Metallurgical Studies

We have an active metallurgical program to test the recovery of the silver mineralization using the agitation cyanide leach method and recovery of the zinc mineralization using the SART process (sulfidization, acidification, recycling, and thickening).

We received results for metallurgical testing on samples taken from areas throughout the silver zone and the zinc zone. The test work on the silver zone focused on cyanide leach recovery of the silver using “Bottle Roll” tests to simulate an agitation leach system and to determine the recovery of low grade zinc that occurs in the silver zone and high grade zinc from the zinc zone that had been blended with mineralization from the silver zone to the leach solution. The silver was recovered from the cyanide leach solution using the Merrill Crowe technique and the zinc was recovered from the leach solution using the SART process. The SART Process is a metallurgical process that regenerates and recycles the cyanide used in the leaching process of the silver and zinc and allows for the recovery of zinc that has been leached by the cyanide solution. The preliminary results showed an overall average silver recovery of 73.2% with peak values of 89.0% and an overall average zinc recovery of 44% in the silver zone. Flotation test work focused on the zinc zone was completed in October 2013 and it does not appear to be a viable way to recover the zinc based on the work done to date.

## Gabon, Africa Licenses and Interests

We, through our wholly-owned subsidiary Dome, own two exploration licenses (Ndjole and Mitzic), each covering approximately 2,000 square kilometers in Gabon, Africa. These concessions are without known reserves and the project is exploratory in nature. The Ndjole license and the Mitzic license are approximately 150 km east of Libreville, the capital of Gabon.

As described further in Management's Discussion and Analysis of Financial Condition and Results of Operation, we have entered into a binding agreement to sell our interests in the Ndjole prospect.

The map below shows the location of the Gabon Projects:

In November 2006, Dome was granted the Mitzic prospection permit covering 12,800 square kilometers in Gabon. In July of 2008, Dome converted three areas of the Mitzic prospection permit into three “exploration” licenses, namely the Mitzic exploration license, the Mevang exploration license (which we chose not to pursue) and the Ndjole exploration license, each covering an area of 2,000 square kilometers.

The “Mitzic” and “Ndjole” exploration licenses take in areas of Archaean basement rocks and Palaeo-Proterozoic cover sequences that are highly prospective for gold, manganese and iron. An extensive stream sampling campaign conducted by the French geological survey in the 1970’s and 1980’s identified numerous stream anomalies within these areas that had never been explored with modern exploration methods due to the dense cover of equatorial rainforest, the low population of the country, and the government’s previous focus on petroleum and forestry. The Mitzic exploration license takes in a series of Archaean rocks that include greenstone belts and banded iron formations and is highly prospective for iron ore. The Ndjole exploration license takes in Palaeo-Proterozoic rocks that form part of the Central West African Orogenic Belt, and are strongly deformed and metamorphosed to greenschist facies, making them highly prospective for large “orogenic”-type gold deposits. The Ndjole license also takes in structural disruptions associated with a second continental-scale structure, the “Ikoye-Ikobe Fault.” This area is characterized by extensive artisanal gold workings of which the gold is thought to come from a local primary source.

The Ndjole license and previously-held Mevang license were being explored under a joint venture agreement with AngloGold Ashanti (“AngloGold”). AngloGold terminated this joint venture effective August 16, 2012 after incurring exploration expenditures of \$5.9 million. As a result of this termination a 100% interest in the Ndjole license has reverted back to Silver Bull.

To date, three main coherent gold anomalies above 50 parts per billion (“ppb”) and over 5km in length and up to 1.5km wide and several smaller anomalous zones up to 2km in length and up to 1km wide have been identified. Background gold values in the region are less than 5 ppb and results above 20 ppb are considered anomalous. Over 25% of the results received to date are above 30 ppb with peak values in excess of 5,000 ppb in the soils. The anomalies appear to have strong structural controls concentrating along mapped or inferred lithological contacts, structural breaks, and fold hinges. There is also a strong spatial relationship of the gold anomalies to a thick graphitic lithological unit in the area that is thought to represent an ideal lithological trap for mineralizing fluids. Initial prospecting in these anomalous zones has identified a number of gold-bearing quartz veins, many of which run between 2 g/t to 5 g/t gold.

Exploratory drilling has focused on these gold anomalies. East-west trending drill fences have been positioned to test roughly north-south trending lithological contacts which are considered as the most favorable sites for gold deposition. A total of 5,300 meters has been drilled with gold intercepts between 1 meter to 13 meters in thickness encountered. The best intercept averaged 7.24 g/t gold over 9 meters. Most intercepts were in the 1 meter to 3 meters range at 1 to 4 g/t gold. In addition the drilling identified manganese with the best manganese intercept averaging 22% manganese over 34.5 meters from surface.

#### Gabon Facility

Our facilities in Gabon include three rented offices which double as living accommodations for staff. Two of the offices are located in the capital city of Libreville, and one field office is located in the village of Ndjole. The Libreville offices include an office-house used by our staff to coordinate exploration activities involving the Mitzic license, and an office-house used by our staff to coordinate and manage exploration activities for the Ndjole license. The Ndjole field office is four hours by sealed road due east from Libreville and is the main staging point for exploration activities for work on the Ndjole license. Field-based activities here are run out of tented field camps. Electricity for all offices is supplied from the local grid and from light diesel generators for field camps.

#### Executive Officers of Silver Bull Resources

We have three executive officers: (1) a Chairman, (2) a President and Chief Executive Officer and (3) a Chief Financial Officer. Set forth below is information regarding our executive officers.

| Name and Residence           | Age | Position  |
|------------------------------|-----|---|
| Brian Edgar<br>Vancouver, BC | 63  | Chairman  |
| Tim Barry<br>Vancouver, BC   | 38  | President, Chief Executive Officer and Director |
| Sean Fallis<br>Vancouver, BC | 34  | Chief Financial Officer                         |

**Brian Edgar.** Mr. Edgar was appointed Chairman of the Board of Directors in April 2010. Mr. Edgar has broad experience working in junior and mid-size natural resource companies. He previously served as Dome's President and Chief Executive Officer from February 2005 until it was acquired by Silver Bull in April 2010. Further, Mr. Edgar served on Dome's Board of Directors from 1998 to 2010. Mr. Edgar currently serves as a director of BlackPearl Resources Inc., Denison Mines Corp., Lucara Diamond Corp., Lundin Mining Corporation, and ShaMaran Petroleum Corp. Mr. Edgar practiced corporate/securities law in Vancouver, British Columbia, Canada for sixteen years.

**Tim Barry.** Mr. Barry has served as a director, President and Chief Executive Officer of Silver Bull since March 2011. From August 2010 to March 2011, he served as our Vice President - Exploration. Between 2006 and August 2010, Mr. Barry spent 5 years working as Chief Geologist in West and Central Africa for Dome. During this time, he managed all aspects of Dome's exploration programs, as well as oversaw corporate compliance for Dome's various subsidiaries. Mr. Barry also served on Dome's board of directors. In 2005, he worked as a project geologist in Mongolia for Entree Gold, a company that has a significant stake in the Oyu Tolgoi mine in Mongolia. Between 1998 and 2005, Mr. Barry worked as an exploration geologist for Ross River Minerals on its El Pulpo copper/gold project in Sinaloa, Mexico, for Canabrava Diamonds on its exploration programs in the James Bay lowlands in Ontario, Canada, and for Homestake on its Plutonic Gold Mine in Western Australia. He has also worked as a mapping geologist for the Geological Survey of Canada in the Coast Mountains, and as a research assistant at the University of

British Columbia, where he examined the potential of CO2 sequestration in Canada using ultramafic rocks. Mr. Barry received a bachelor of science from the University of Otago in Dunedin, New Zealand and is a registered geologist (MAusIMM). He also serves on the board of directors of Acme Resources, a junior exploration company listed on the Toronto Stock Exchange.

Sean Fallis. Mr. Fallis was appointed Chief Financial Officer in April 2011. From February 2011 to April 2011, he served as our Vice President - Finance. From July 2008 to February 2011, Mr. Fallis served as the Corporate Controller for Rusoro Mining Ltd. Prior to working at Rusoro Mining Ltd, he worked at PricewaterhouseCoopers as an Audit Senior Associate from January 2007 to June 2008, where he worked with both Canadian and U.S. publicly-listed companies in the audit and assurance practice. At PricewaterhouseCoopers, Mr. Fallis focused on clients in the mining industry. Further, he worked at SmytheRatcliffe Chartered Accountants as a staff accountant from September 2004 to December 2006. Mr. Fallis received a bachelor of science from Simon Fraser University in 2002 and is a Chartered Accountant.

## Competition and Mineral Prices

### Mineral Prices

Silver and zinc are commodities, and their prices are volatile. From January 1, 2013 to December 31, 2013 the price of silver ranged from a low of \$18.61 per troy ounce to a high of \$32.23 per troy ounce, and from January 1, 2013 to November 30, 2013 the price of zinc ranged from a low of \$1,831 per tonne to a high of \$2,129 per tonne. Silver and zinc prices are affected by many factors beyond our control, including prevailing interest rates and returns on other asset classes, expectations regarding inflation, speculation, currency values, governmental decisions regarding the disposal of precious metals stockpiles, global and regional demand and production, political and economic conditions and other factors. The competitive nature of the business and the risks with which we are therefore faced are discussed further in the item entitled “Risk Factors,” below.

The following tables set forth, for the periods indicated, on the London Metal Exchange, high and low silver and zinc prices in U.S. dollars per troy ounce and per tonne, respectively. On October 31, 2013, the closing price of silver was \$22.20 per troy ounce. On October 31, 2013, the closing price of zinc was \$1,885 per tonne.

| Silver<br>(per troy ounce) |         |         |
|----------------------------|---------|---------|
| Year                       | High    | Low     |
| 2006                       | \$14.94 | \$8.83  |
| 2007                       | \$15.82 | \$11.67 |
| 2008                       | \$20.92 | \$8.88  |
| 2009                       | \$19.18 | \$10.51 |
| 2010                       | \$30.70 | \$15.14 |
| 2011                       | \$48.70 | \$26.16 |
| 2012                       | \$37.23 | \$26.67 |
| 2013                       | \$32.23 | \$18.61 |

| Zinc<br>(per tonne) |         |         |
|---------------------|---------|---------|
| Year                | High    | Low     |
| 2006                | \$4,381 | \$2,091 |
| 2007                | \$3,848 | \$2,379 |
| 2008                | \$2,511 | \$1,113 |
| 2009                | \$2,374 | \$1,118 |
| 2010                | \$2,414 | \$1,746 |
| 2011                | \$2,473 | \$1,871 |
| 2012                | \$2,040 | \$1,816 |
| 2013*               | \$2,129 | \$1,831 |

\* Through November 30, 2013.

### Competition

Our industry is highly competitive. We compete with other mining and exploration companies in connection with the acquisition and exploration of mineral properties. There is competition for a limited number of mineral property acquisition opportunities, some of which is with other companies having substantially greater financial resources, staff and facilities than we do. As a result, we may have difficulty acquiring attractive exploration properties, staking claims related to our properties and exploring properties. Our competitive position depends upon our ability to



successfully and economically acquire and explore new and existing mineral properties.

#### Government Regulation

Mineral exploration activities are subject to various national, state/provincial, and local laws and regulations, which govern prospecting, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters. Similarly, if any of our properties are developed and/or mined, those activities are also subject to significant governmental regulation and oversight. We will obtain the licenses, permits or other authorizations currently required to conduct our exploration program. We believe that we are in compliance in all material respects with applicable mining, health, safety and environmental statutes and the regulations applicable to the mineral interests we now hold in Mexico and Gabon.

## Environment Regulations

Our activities are subject to various national and local laws and regulations governing protection of the environment. These laws are continually changing and, in general, are becoming more restrictive. We intend to conduct business in a way that safeguards public health and the environment. We will conduct our operational compliance with applicable laws and regulations.

Changes to current state or federal laws and regulations in Mexico and Gabon could, in the future, require additional capital expenditures and increased operating and/or reclamation costs. Although we are unable to predict what additional legislation, if any, might be proposed or enacted, additional regulatory requirements could impact the economics of our projects.

During fiscal year 2013, we had no material environmental incidents or non-compliance with any applicable environmental regulations.

## Employees

We have four employees, of which, all are full time. Contratistas, our wholly-owned operating subsidiary in Mexico currently has 10 employees who are all full time. Minera, our mineral holding company in Mexico, does not have any employees. Dome Gabon, our wholly-owned subsidiary in Gabon, has four employees who are all full time. African Resources does not have any employees.

## Corporate Offices

Our corporate offices are located at 925 West Georgia Street, Suite 1908, Vancouver, British Columbia, Canada V6C 3L2. Our telephone number is (604) 687-5800, and our fax number is (604) 563-6004.

## Available Information

We maintain an internet website at <http://www.silverbullresources.com>. The information on our website is not incorporated by reference in this Annual Report on Form 10-K. We make available on or through our website certain reports and amendments to those reports that we file with or furnish to the SEC in accordance with the Exchange Act. Alternatively, you may read and copy any information we file with the SEC at its public reference room at 100 "F" Street NE, Washington, D.C. 20549. You may obtain information about the operation of the public reference room by calling 1-800-SEC-0330. You may also obtain this information from the SEC's website, <http://www.sec.gov>.

## Item 1A. RISK FACTORS

A purchase of our securities involves a high degree of risk. Our business, operating or financial condition could be harmed due to any of the following risks. Accordingly, investors should carefully consider these risks in making a decision as to whether to purchase, sell or hold our securities. In addition, investors should note that the risks described below are not the only risks facing us. Additional risks not presently known to us, or risks that do not seem significant today, may also impair our business operations in the future. You should carefully consider the risks described below, as well as the other information contained in this Annual Report on Form 10-K and the documents incorporated by reference herein, before making a decision to invest in our securities.

### RISKS RELATED TO OUR BUSINESS:

We may have difficulty meeting our current and future capital requirements.

Our management and our board of directors monitor our overall costs and expenses and, if necessary, adjust our programs and planned expenditures in an attempt to ensure we have sufficient operating capital. We continue to evaluate our costs and planned expenditures for our on-going exploration efforts at our Sierra Mojada Project. As of October 31, 2013, we had working capital of \$4.7 million and cash and cash equivalents of \$5.3 million. Although we believe we have sufficient capital to accomplish our 2014 objectives, the continued exploration and possible development of the Sierra Mojada Property will require significant amounts of additional capital. We do not have a credit, off-take or other commercial financing arrangement in place that would finance continued evaluation or development of the Sierra Mojada Project and we believe that securing credit for these projects may be difficult due to continuing volatility in global credit markets. Moreover, equity financing may not be available on attractive terms and if available, will likely result in significant dilution to existing shareholders. If we are unable to fund exploration and capital requirements by way of financing, including public or private offerings of equity or debt securities, we will need to significantly reduce operations, which will result in an adverse impact on our business, financial conditions and exploration activities.

We are an exploration stage mining company with no history of operations.

We are an exploration stage enterprise engaged in mineral exploration in Mexico and Gabon, Africa. We have a very limited operating history and are subject to all the risks inherent in a new business enterprise. As an exploration stage company, we may never enter the development and production stages. To date we have had no revenues and have relied upon equity financing to fund our operations. The likelihood of our success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with an exploration stage business, and the competitive and regulatory environment in which we operate and will operate, such as under-capitalization, personnel limitations, and limited financing sources.

We have no commercially mineable ore body.

No commercially mineable ore body has been delineated on our Sierra Mojada Project or on our exploration licenses in Gabon, Africa, nor have our properties been shown to contain proven or probable mineral reserves. The preliminary economic assessment of the Sierra Mojada Project recently completed by JDS was preliminary in nature and investors should not assume that the projections contained therein will ever be realized. We cannot assure you that any mineral deposits we identify on the Sierra Mojada Project, in Gabon or on another property will qualify as an ore body that can be legally and economically exploited or that any particular level of recovery of silver or other minerals from discovered mineralization will in fact be realized. Most exploration projects do not result in the discovery of commercially mineable ore deposits. Even if the presence of reserves is established at a project, the legal and economic viability of the project may not justify exploitation.

Mineral resource estimates may not be reliable.

There are numerous uncertainties inherent in estimating quantities of mineralized material such as silver, zinc, lead, and gold, including many factors beyond our control, and no assurance can be given that the recovery of mineralized material will be realized. In general, estimates of mineralized material are based upon a number of factors and assumptions made as of the date on which the estimates were determined, including:

- geological and engineering estimates that have inherent uncertainties and the assumed effects of regulation by governmental agencies;
  - the judgment of the engineers preparing the estimate;
  - estimates of future metals prices and operating costs;

- the quality and quantity of available data;
- the interpretation of that data; and
- the accuracy of various mandated economic assumptions, all of which may vary considerably from actual results.

All estimates are, to some degree, uncertain. For these reasons, estimates of the recoverable mineral resources prepared by different engineers or by the same engineers at different times, may vary substantially. As such, there is significant uncertainty in any mineralized material estimate and actual deposits encountered and the economic viability of a deposit may differ materially from our estimates.

Our business plan is highly speculative, and its success largely depends on the successful exploration of our Sierra Mojada concessions.

Although we hold exploration licenses in Gabon, our business plan is focused on exploring the Sierra Mojada concessions to identify reserves, and if appropriate, to ultimately develop this property. Further, although we have reported mineralized material on our Sierra Mojada Project, we have not established any reserves and remain in the exploration stage. We may never enter the development or production stage. Exploration of mineralization and determination of whether the mineralization might be extracted profitably is highly speculative, and it may take a number of years until production is possible, during which time the economic viability of the project may change. Substantial expenditures are required to establish reserves, extract metals from ore and to construct mining and processing facilities.

The Sierra Mojada Project is subject to all of the risks inherent in mineral exploration and development. The economic feasibility of any mineral exploration and/or development project is based upon, among other things, estimates of the size and grade of mineral reserves, proximity to infrastructures and other resources (such as water and power), anticipated production rates, capital and operating costs, and metals prices. To advance from an exploration project to a development project, we will need to overcome various hurdles, including the completion of favorable feasibility studies, issuance of necessary permits, and the ability to raise significant further capital to fund activities. There can be no assurance that we will be successful in overcoming these risks. Because of our focus on the Sierra Mojada Project, the success of our operations and our profitability may be disproportionately exposed to the impact of adverse conditions unique to the Torreon, Mexico region, as the Sierra Mojada Project is located 250 kilometers north of this area.

Due to our history of operating losses, we are uncertain that we will be able to maintain sufficient cash to accomplish our business objectives.

During the years ended October 31, 2013, October 31, 2012 and October 31, 2011, we suffered net losses of \$7,466,580, \$13,360,411 and \$12,237,360, respectively. At October 31, 2013, we had stockholders' equity of \$31,938,809 and working capital of \$4,718,183. Significant amounts of capital will be required to continue to explore and potentially develop the Sierra Mojada concessions. We are not engaged in any revenue producing activities, and we do not expect to be in the near future. Currently, our sources of funding consist of the sale of additional equity securities, entering into joint venture agreements or selling a portion of our interests in our assets. There is no assurance that any additional capital that we will require will be obtainable on terms acceptable to us, if at all. Failure to obtain such additional financing could result in delays or indefinite postponement of further exploration of our projects. Additional financing, if available, will likely result in substantial dilution to existing stockholders.

Our exploration activities require significant amounts of capital that may not be recovered.

Mineral exploration activities are subject to many risks, including the risk that no commercially productive or extractable resources will be encountered. There can be no assurance that our activities will ultimately lead to an economically feasible project or that we will recover all or any portion of our investment. Mineral exploration often involves unprofitable efforts, including drilling operations that ultimately do not further our exploration efforts. The cost of minerals exploration is often uncertain and cost overruns are common. Our drilling and exploration operations may be curtailed, delayed or canceled as a result of numerous factors, many of which are beyond our control, including title problems, weather conditions, compliance with governmental requirements, including permitting issues, and shortages or delays in the delivery of equipment and services.

Our financial condition could be adversely affected by changes in currency exchange rates, especially between the U.S. dollar and the Mexican peso given our focus on the Sierra, Mojada Project.

Our financial condition is affected in part by currency exchange rates, as portions of our exploration costs in Mexico and Gabon are denominated in the local currency. A weakening U.S. dollar relative to the Mexican peso will have the effect of increasing exploration costs while a strengthening U.S. dollar will have the effect of reducing exploration costs. The Gabon local currency is tied to the Euro. Some of our exploration activities in Mexico are tied to the peso. The exchange rates between the Euro and the U.S. dollar and between the peso and U.S. dollar have fluctuated widely in response to international political conditions, general economic conditions and other factors beyond our control. We seek to mitigate exposure to foreign currency fluctuations by holding a majority of our cash balances in U.S. dollars.

#### THE BUSINESS OF MINERAL EXPLORATION IS SUBJECT TO MANY RISKS:

There are inherent risks in the mineral exploration industry

We are subject to all of the risks inherent in the minerals exploration industry including, without limitation, the following:

- we are subject to competition from a large number of companies, many of which are significantly larger than we are, in the acquisition, exploration, and development of mining properties;
- we might not be able raise enough money to pay the fees and taxes and perform the labor necessary to maintain our concessions in good force;
- exploration for minerals is highly speculative and involves substantial risks and is frequently un-productive, even when conducted on properties known to contain significant quantities of mineralization, and our exploration projects may not result in the discovery of commercially mineable deposits of ore;
- the probability of an individual prospect ever having reserves that meet the requirements for reporting under SEC Industry Guide 7 is remote and any funds spent on exploration may be lost;
- our operations are subject to a variety of existing laws and regulations relating to exploration and development, permitting procedures, safety precautions, property reclamation, employee health and safety, air quality standards, pollution and other environmental protection controls and we may not be able to comply with these regulations and controls; and
- a large number of factors beyond our control, including fluctuations in metal prices, inflation, and other economic conditions, will affect the economic feasibility of mining.

Metals prices are subject to extreme fluctuation.

Our activities are influenced by the prices of commodities, including silver, zinc, lead, gold, manganese and other metals. These prices fluctuate widely and are affected by numerous factors beyond our control, including interest rates, expectations for inflation, speculation, currency values (in particular the strength of the U.S. dollar), global and regional demand, political and economic conditions and production costs in major metal producing regions of the world.

Our ability to establish reserves through our exploration activities, our future profitability and our long-term viability, depend, in large part, on the market prices of silver, zinc, lead, gold, manganese and other metals. The market prices for these metals are volatile and are affected by numerous factors beyond our control, including:

- global or regional consumption patterns;
- supply of, and demand for, silver, zinc, lead, gold, manganese and other metals;
  - speculative activities and producer hedging activities;
    - expectations for inflation;
    - political and economic conditions; and
- supply of, and demand for, consumables required for production.



Future weakness in the global economy could increase volatility in metals prices or depress metals prices, which could in turn reduce the value of our properties, make it more difficult to raise additional capital, and make it uneconomical for us to continue our exploration activities.

There are inherent risks with foreign operations.

Our business activities are primarily conducted in Mexico, and we also hold interests in Gabon, and as such, our activities are exposed to various levels of foreign political, economic and other risks and uncertainties. These risks and uncertainties include, but are not limited to, terrorism, hostage taking, military repression, extreme fluctuations in currency exchange rates, high rates of inflation, labor unrest, the risks of war or civil unrest, expropriation and nationalization, renegotiation or nullification of existing concessions, licenses, permits, approvals and contracts, illegal mining, changes in taxation policies, restrictions on foreign exchange and repatriation, changing political conditions, currency controls and governmental regulations that favor or require the rewarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Changes, if any, in mining or investment policies or shifts in political attitude in Mexico and/or Gabon may adversely affect our exploration and possible future development activities. We may also be affected in varying degrees by government regulations with respect to, but not limited to, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on our operations. In addition, legislation in the U.S., Canada, Mexico and/or Gabon regulating foreign trade, investment and taxation could have a material adverse effect on our financial condition.

Our Sierra Mojada Project is located in Mexico and is subject to various levels of political, economic, legal and other risks.

The Sierra Mojada Project, our primary focus, is in Mexico. In the past, Mexico has been subject to political instability, changes and uncertainties, which have resulted in changes to existing governmental regulations affecting mineral exploration and mining activities. Mexico's status as a developing country may make it more difficult for us to obtain any required financing for the Sierra Mojada Project or other projects in Mexico in the future. Our Sierra Mojada Project is also subject to a variety of governmental regulations governing health and worker safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters. Mexican regulators have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards.

Our exploration activities in Mexico may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the Sierra Mojada Project. Changes, if any, in mining or investment policies or shifts in political attitude may adversely affect our financial condition. Expansion of our activities will be subject to the need to obtain sufficient access to adequate supplies of water, assure the availability of sufficient power, as well as sufficient surface rights which could be affected by government policy and competing operations in the area.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on our financial condition. Future changes in applicable laws and regulations or changes in their enforcement or regulatory interpretation could negatively impact current or planned exploration activities with the Sierra Mojada Project or in respect to any other projects in which we become involved in Mexico. Any failure to comply with

applicable laws and regulations, even if inadvertent, could result in the interruption of exploration operations or material fines, penalties or other liabilities.

Title to our properties may be challenged or defective.

Our future operations, including our activities at the Sierra Mojada Project and other exploration activities, will require additional permits from various governmental authorities. Our operations are and will continue to be governed by laws and regulations governing prospecting, mineral exploration, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, mining royalties and other matters. There can be no assurance that we will be able to acquire all required licenses, permits or property rights on reasonable terms or in a timely manner, or at all, and that such terms will not be adversely changed, that required extensions will be granted, or that the issuance of such licenses, permits or property rights will not be challenged by third parties.

We attempt to confirm the validity of our rights of title to, or contract rights with respect to, each mineral property in which we have a material interest. However, we cannot guarantee that title to our properties will not be challenged. The Sierra Mojada Property may be subject to prior unregistered agreements, interests or native land claims, and title may be affected by undetected defects. There may be valid challenges to the title of any of the claims comprising the Sierra Mojada Property that, if successful, could impair possible development and/or operations with respect to such properties in the future. Challenges to permits or property rights, whether successful or unsuccessful; changes to the terms of permits or property rights; or a failure to comply with the terms of any permits or property rights that have been obtained, could have a material adverse effect on our business by delaying or preventing or making continued operations economically unfeasible.

A title defect could result in Silver Bull losing all or a portion of its right, title, and interest to and in the properties to which the title defect relates. Title insurance generally is not available, and our ability to ensure that we have obtained secure title to individual mineral properties or mining concessions may be severely constrained. In addition, we may be unable to operate our properties as permitted or to enforce our rights with respect to our properties. We annually monitor the official land records in Mexico City to determine if there are annotations indicating the existence of a legal challenge against the validity of any of our concessions. As of December 2013, there were no such annotations, nor are we aware of any challenges from the government or from third parties.

In addition, in connection with the purchase of certain mining concessions, the prior management of Silver Bull agreed to pay a net royalty interest on revenue from future mineral sales on certain concessions at the Sierra Mojada Project, including concessions on which a significant portion of our mineralized material is located. The aggregate amount payable under this royalty is capped at \$6.875 million, an amount that will only be reached if there is significant future production from the concessions. In addition, records from prior management indicate that additional royalty interests may have been created, although the continued applicability and scope of these interests are uncertain. The existence of these royalty interests may have a material effect on the economic feasibility of potential future development of the Sierra Mojada Project.

We are subject to complex environmental and other regulatory risks, which could expose us to significant liability and delay and, potentially, the suspension or termination of our exploration efforts.

Our mineral exploration activities are subject to federal, state and local environmental regulation in the jurisdictions where our mineral properties are located. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. No assurance can be given that environmental standards imposed by these governments will not be changed, thereby possibly materially adversely affecting our proposed activities. Compliance with these environmental requirements may also necessitate significant capital outlays or may materially affect our earning power.

Environmental legislation 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. As a result of recent changes in environmental laws in Mexico, for example, more legal actions supported or sponsored by non-governmental groups interested in halting projects may be filed against companies operating in all industrial sectors, including the mining sector. Mexican projects are also subject to the environmental agreements entered into by Mexico, the United States and Canada in connection with the North American Free Trade Agreement.

Future changes in environmental regulation in the jurisdictions where our projects are located may adversely affect our exploration activities, make them prohibitively expensive, or prohibit them altogether. Environmental hazards may exist on the properties in which we currently hold interests, such as the Sierra Mojada Project, or may hold interests in the future, which are unknown to us at present and that have been caused by us or previous owners or

operators, or that may have occurred naturally. We may be liable for remediating any damage that we may have caused. The liability could include costs for removing or remediating the release and damage to natural resources, including ground water, as well as the payment of fines and penalties.

We may face a shortage of water.

Water is essential in all phases of the exploration and development of mineral properties. It is used in such processes as exploration, drilling, leaching, placer mining, dredging, testing, and hydraulic mining. Both the lack of available water and the cost of acquisition may make an otherwise viable project economically impossible to complete. In November 2013 Silver Bull was granted the right to exploit up to 3.5 million cubic meters of water per year from six different well sites by the water regulatory body in Mexico, Comision Nacional de Agua, but it has yet to be determined if the six well sites can produce this much water over a sustained period of time.

We may face a shortage of supplies and materials.

The mineral industry has experienced from time to time shortages of certain supplies and materials necessary in the exploration for and evaluation of mineral deposits. The prices at which such supplies and materials are available have also greatly increased. Our planned operations could be subject to delays due to such shortages and further price escalations could increase our costs for such supplies and materials. Our experience and that of others in the industry is that suppliers are often unable to meet contractual obligations for supplies, equipment, materials, and services, and that alternate sources of supply do not exist.

Competition for outside engineers and consultants is fierce.

We are heavily dependent upon outside engineers and other professionals to complete work on our exploration projects. The mining industry has experienced significant growth over the last several years and as a result, many engineering and consulting firms have experienced a shortage of qualified engineering personnel. We closely monitor our outside consultants through regular meetings and review of resource allocations and project milestones. However, the lack of qualified personnel combined with increased mining projects could result in delays in completing work on our exploration projects or result in higher costs to keep personnel focused on our project.

Our non-operating properties are subject to various hazards.

We are subject to risks and hazards, including environmental hazards, the encountering of unusual or unexpected geological formations, cave-ins, flooding, earthquakes and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in damage to, or destruction of, mineral properties or future production facilities, personal injury or death, environmental damage, delays in our exploration activities, asset write-downs, monetary losses and possible legal liability. We may not be insured against all losses or liabilities, either because such insurance is unavailable or because we have elected not to purchase such insurance due to high premium costs or other reasons. Although we maintain insurance in an amount that we consider to be adequate, liabilities might exceed policy limits, in which event we could incur significant costs that could adversely affect our activities. The realization of any significant liabilities in connection with our activities as described above could negatively affect our activities and the price of our common stock.

We need and rely upon key personnel.

Presently, we employ a limited number of full-time employees, utilize outside consultants, and in large part rely on the personal efforts of our officers and directors. Our success will depend, in part, upon the ability to attract and retain qualified employees. In particular, we have only three executive officers, Brian Edgar, Timothy Barry and Sean Fallis, and the loss of the services of any of these three would adversely affect our business.

## RISKS RELATING TO OUR COMMON STOCK:

Further equity financings may lead to the dilution of our common stock.

In order to finance future operations, we may raise funds through the issuance of common stock or the issuance of debt instruments or other securities convertible into common stock. We cannot predict the size of future issuances of common stock or the size and terms of future issuances of debt instruments or other securities convertible into common stock or the effect, if any, that future issuances and sales of our securities will have on the market price of our common stock. Any transaction involving the issuance of previously authorized but unissued shares, or securities convertible into common stock, would result in dilution, possibly substantial, to present and prospective security holders. Demand for equity securities in the mining industry has been weak, therefore equity financing may not be available on attractive terms and if available, will likely result in significant dilution to existing shareholders.

No dividends are anticipated.

At the present time, we do not anticipate paying dividends, cash or otherwise, on our common stock in the foreseeable future. Future dividends will depend on our earnings, if any, our financial requirements and other factors. There can be no assurance that we will pay dividends.

Our stock price can be extremely volatile.

Our common stock is listed on the TSX and NYSE MKT. The trading price of our common stock has been, and could continue to be, subject to wide fluctuations in response to announcements of our business developments, results and progress of our exploration activities at the Sierra Mojada Project and in Gabon, progress reports on our exploration activities, and other events or factors. In addition, stock markets have experienced extreme price volatility generally in recent years. This volatility has had a substantial effect on the market prices of companies, at times for reasons unrelated to their operating performance. These fluctuations could be in response to:

- volatility in metal prices;
- political developments in the foreign countries in which our properties, or properties for which we perform services, are located; and
- news reports relating to trends in our industry or general economic conditions.

These broad market and industry fluctuations may adversely affect the price of our stock, regardless of our operating performance.

We cannot make any predictions or projections as to what the prevailing market price for our common stock will be at any time, including as to whether our common stock will sustain market prices at or near its offering price, or as to what effect the sale of shares or the availability of common stock for sale at any time will have on the prevailing market price.

## Item 1B. UNRESOLVED STAFF COMMENTS

None.

## Item 3. LEGAL PROCEEDINGS

We are not subject to any pending or, to our knowledge, threatened, legal proceedings.

Item 4. MINE SAFETY DISCLOSURE

Not applicable.

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## PART II

## Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

## Market Information

Our common stock is traded on the NYSE MKT (formerly known as the NYSE Amex) under the symbol "SVBL." On August 26, 2010, our common stock began trading on the TSX under the symbol "SVB."

The following table sets forth the high and low sales prices of our common stock for each quarter during the fiscal years ended October 31, 2013, October 31, 2012, as well as through December 31, 2013, as reported by the NYSE MKT and the TSX.

|   | NYSE MKT<br>(SVBL) |         | Toronto<br>Stock Exchange<br>(SVB) |         |
|---|--------------------|---------|------------------------------------|---------|
|   | High               | Low     | High                               | Low     |
|   | (\$)               |         | (Cdn\$)                            |         |
| 2014                                      |                    |         |                                    |         |
| First Quarter (through December 31, 2013) | \$ 0.39            | \$ 0.30 | \$ 0.39                            | \$ 0.30 |
| 2013                                      |                    |         |                                    |         |
| Fourth Quarter (October 31, 2013)         | \$ 0.40            | \$ 0.30 | \$ 0.43                            | \$ 0.32 |
| Third Quarter (July 31, 2013)             | 0.45               | 0.35    | 0.47                               | 0.34    |
| Second Quarter (April 30, 2013)           | 0.48               | 0.30    | 0.48                               | 0.31    |
| First Quarter (January 31, 2013)          | 0.50               | 0.40    | 0.51                               | 0.36    |
| 2012                                      |                    |         |                                    |         |
| Fourth Quarter (October 31, 2012)         | \$ 0.55            | \$ 0.42 | \$ 0.54                            | \$ 0.44 |
| Third Quarter (July 31, 2012)             | 0.54               | 0.39    | 0.53                               | 0.41    |
| Second Quarter (April 30, 2012)           | 0.66               | 0.47    | 0.60                               | 0.48    |
| First Quarter (January 31, 2012)          | 0.70               | 0.45    | 0.70                               | 0.45    |

The closing price of our Common Stock as reported on December 31, 2013 on the NYSE MKT, was \$0.35 per share.

## Holders

As of January 13, 2014, there were 186 holders of record of our common stock. This does not include persons who hold our common stock in brokerage accounts and otherwise in "street name."

## Dividends

We did not declare or pay cash or other dividends on our common stock during the last two calendar years. We have no plans to pay any dividends in the foreseeable future.





Securities Authorized for Issuance Under Equity Compensation Plans

As of October 31, 2013, we had two active formal equity compensation plans.

- The 2006 Stock Option Plan (the “2006 Plan”) was adopted by the board of directors in May 2006, and approved by the stockholders in July 2006. Five million shares of common stock are reserved for issuance under the 2006 Plan. As of October 31, 2013, options to acquire 57,144 shares of common stock are outstanding pursuant to the 2006 Plan and 4,467,237 shares remain available for issuance under the plan.
- The 2010 Stock Option and Bonus Plan (the “2010 Plan”) was adopted by the board of directors in December 2009 and approved by the stockholders in April 2010. Under the 2010 Plan, the lesser of (i) 30,000,000 shares or (ii) 10% of the total shares outstanding will be reserved to be issued upon the exercise of options or the grant of stock bonuses. As of October 31, 2013, there are 15,907,265 shares reserved for issuance under the 2010 Plan. Options to acquire 9,148,333 shares of common stock are outstanding pursuant to the 2010 plan, and 6,088,574 shares remain available for issuance under the plan.

The following table gives information about our common stock that may be issued upon the exercise of options, warrants and rights under our compensation plans as of October 31, 2013.

| Plan Category  | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted average price of outstanding options, warrants and rights | Number of securities remaining available for future issuance |
|--|---|--|--|
| Equity compensation plans approved by security holders | 9,205,477(1)  | \$0.58   | 10,555,811 (2)   |
| Total  | 9,205,477   | \$0.58   | 10,555,811   |

(1) Includes: (i) options to acquire 57,144 shares of common stock under the 2006 Plan; and (ii) options to acquire 9,148,333 shares of common stock under the 2010 Plan.

(2) Includes: (i) 4,467,237 shares of common stock available for issuance under the 2006 Plan; and (ii) 6,088,574 shares of common stock available for issuance under the 2010 Plan.

Recent Sales of Unregistered Securities and Purchases of Equity Securities by the Issuer

No sales of unregistered equity securities occurred during the period covered by this report.

No purchases of equity securities were made by or on behalf of Silver Bull or any “affiliated purchaser” within the meaning of Rule 10b-18 under the Exchange Act during the period covered by this report.



## Performance Graph

The following information in this Item 5 of this Annual Report on Form 10-K is not deemed to be “soliciting material” or to be “filed” with the SEC or subject to the liabilities of Section 8 of the Exchange Act, and will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent we specifically incorporate it by reference into such a filing.

The following graph compares the cumulative return provided to stockholders of Silver Bull relative to the cumulative total returns of the NYSE MKT Composite Index (XAX) and the Philadelphia Gold and Silver Index (XAU). An investment of \$100 is assumed to have been made in our common stock and in each of the indexes on October 31, 2008 and its relative performance is tracked through October 31, 2013. The indices are included for comparative purpose only.

|  | Oct. 31,<br>2008 | Oct. 31,<br>2009 | Oct. 31,<br>2010 | Oct. 31,<br>2011 | Oct.31,<br>2012 | Oct.31,<br>2013 |
|--|------------------|------------------|------------------|------------------|-----------------|-----------------|
| Silver Bull Resources, Inc. (SVBL)       | \$100.00         | \$125.58         | \$146.51         | \$155.81         | \$113.95        | \$83.72         |
| NYSE MKT Composite Index (XAX)           | \$100.00         | \$119.45         | \$142.06         | \$154.90         | \$160.83        | \$166.62        |
| Philadelphia Gold and Silver Index (XAU) | \$100.00         | \$193.25         | \$252.04         | \$248.27         | \$232.24        | \$117.29        |

## Item 6. SELECTED FINANCIAL DATA

The following table summarizes certain selected consolidated financial data with respect to Silver Bull and should be read in conjunction with the Consolidated Financial Statements and Notes thereto appearing elsewhere in this report.

## FINANCIAL HIGHLIGHTS

(In thousands, except per share data)

| Year Ended October 31,                  | 2013     | 2012      | 2011      | 2010      | 2009     |
|---|----------|-----------|-----------|-----------|----------|
| Revenues                                | \$—      | \$—       | \$—       | \$—       | \$—      |
| Loss from operations                    | (8,164 ) | (13,380 ) | (11,745 ) | (10,838 ) | (4,453 ) |
| Net loss                                | (7,467 ) | (13,360 ) | (12,237 ) | (9,405 )  | (4,724 ) |
| Basic and diluted loss per common share | (0.05 )  | (0.10 )   | (0.11 )   | (0.12 )   | (0.12 )  |
| Cash and cash equivalents               | 5,251    | 3,201     | 4,240     | 10,571    | 1,483    |
| Total assets                            | 33,114   | 32,354    | 35,214    | 41,313    | 7,042    |
| Stockholders' equity                    | 31,939   | 30,700    | 32,991    | 39,526    | 6,237    |

(1) On April 16, 2010, we completed a merger transaction with Dome whereby Dome became our wholly owned subsidiary. At the closing of the transaction, as a result of the transaction, \$11,961,516 of net proceeds from Dome's special warrant offering and the cash acquired in the transaction, our cash and cash equivalents increased by approximately \$14,580,000.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Business Overview

Silver Bull, incorporated in Nevada, is an exploration stage company, engaged in the business of mineral exploration. Our primary objective is to define sufficient mineral reserves on the Sierra Mojada Property to justify the development of a mechanized mining operation. We conduct our operations in Mexico through our wholly-owned Mexican subsidiaries, Minera Metalin and Contratistas, and through Minera Metalin's wholly-owned subsidiary, Minas. However, as noted above, we have not established any reserves at the Sierra Mojada Property, and are in the exploration stage and may never enter the development or production stage.

Our principal offices are located at 925 West Georgia Street, Suite 1908, Vancouver, BC, Canada V6C 3L2, and our telephone number is 604-687-5800.

Current Year Developments

February 2013 Offering

In February 2013, we raised net proceeds of approximately \$8.1 million in a public offering of units consisting of one share of common stock and one-half of a common stock purchase warrant. We issued a total of 22,912,500 shares of common stock and warrants to purchase an additional 11,456,250 at an exercise price of \$0.55 per share, expiring in August 2014.

Sierra Mojada Property

Our board of directors approved a calendar year 2013 budget of \$6.5 million for the Sierra Mojada Property. Due to volatile market conditions, our board approved an updated budget for the Sierra Mojada Property in September 2013. Our updated exploration budget for the Sierra Mojada Property for the period from September 2013 to December 2013 was \$0.7 million compared to \$1.4 million in the original budget. The updated exploration budget focused on continued metallurgical work and the completion of a NI 43-101 preliminary economic assessment.

## Mineralized Material Estimate

On December 19, 2013, JDS delivered the PEA Technical Report on the silver and zinc mineralization for the Sierra Mojada Project in accordance with NI 43-101. The PEA Technical Report includes an update on the silver and zinc mineralization which was estimated from 1,372 diamond drill holes, 25 reverse circulation drill holes, 9,025 channel samples and 2,345 long holes. At a cutoff grade of 25 grams/tonne of silver for mineralized material, the PEA Technical Report indicates mineralized material of 71.1 million tonnes at an average silver grade of 71.5 grams/tonne silver and an average zinc percentage of 1.34%. Mineralized material estimates do not include any amounts categorized as inferred resources.

“Mineralized material” as used in this Annual Report on Form 10-K, although permissible under the Securities and Exchange Commission’s Industry Guide 7, does not indicate “reserves” by SEC standards. We cannot be certain that any part of the Sierra Mojada Project will ever be confirmed or converted into SEC Industry Guide 7 compliant “reserves.” Investors are cautioned not to assume that all or any part of the mineralized material will ever be confirmed or converted into reserves or that mineralized material can be economically or legally extracted.

## Drilling

A 4,000 meter drill program had been planned targeting what is believed to be an extension to the “high grade silver mineralization”. Approximately 400 meters of underground drilling under this program has been conducted, but due to volatile market conditions, the remaining drill program has been placed on hold.

## Metallurgical Studies

We have an active metallurgical program to test the recovery of the silver mineralization using the agitation cyanide leach method and recovery of the zinc mineralization using the SART process (sulfidization, acidification, recycling, and thickening).

We received results for metallurgical testing on samples taken from areas throughout the silver zone and the zinc zone. The test work on the silver zone focused on cyanide leach recovery of the silver using “Bottle Roll” tests to simulate an agitation leach system and to determine the recovery of low grade zinc that occurs in the silver zone and high grade zinc from the zinc zone that had been blended with mineralization from the silver zone to the leach solution. The silver was recovered from the cyanide leach solution using the Merrill Crowe technique and the zinc was recovered from the leach solution using the SART process. The SART Process is a metallurgical process that regenerates and recycles the cyanide used in the leaching process of the silver and zinc and allows for the recovery of zinc that has been leached by the cyanide solution. The preliminary results showed an overall average silver recovery of 73.2% with peak values of 89.0% and an overall average zinc recovery of 44% in the silver zone. Flotation test work focused on the zinc zone was completed in October 2013 and it does not appear to be a viable way to recover the zinc based on the work done to date.

## Geological Mapping

A regional mapping and prospecting exploration program was completed on the Palamos Negros prospect. The aim of this program was to identify drill targets in this prospect which lies outside of the silver zone. More work is needed on this area to better understand the controls on the mineralization. Due to volatile market conditions, the potential drill program for 2013 was put on hold.

## 2014 Exploration Program

As discussed in the “Material Changes in Financial Condition, Liquidity and Capital Resources” section below we have approved a calendar year 2014 budget of \$1.8 million for the Sierra Mojada Property. The focus of the 2014 calendar year program is continuing to progress in securing additional surface rights, maintenance of our property concessions, further studying power and water alternatives and continued metallurgical work. Due to current market conditions our calendar year 2014 budget for the Sierra Mojada Project does not include plans to complete a pre-feasibility study.

#### Mexican Tax Reform

On December 11, 2013 the Mexican tax reform package was published in the official gazette and will apply as from January 1, 2014. There are a number of significant changes in the Mexican tax reform package. The planned corporate tax rate reductions to 29% in 2014 and 28% thereafter have been repealed and the corporate tax rate will remain at 30%. The business flat tax (IETU) has been repealed. A special mining royalty of 7.5% will apply to net profits derived by a property concession holder from the sale or transfer of extraction related activities. Net profits for the purpose of this royalty will be determined in a manner similar to the calculation of general taxable income with certain deductions not available including for investment in fixed assets and interest. In addition, owners of property concessions will be required to pay a 0.5% tax on gross income derived from the sale of gold, silver and platinum. Further, a 10% withholding tax on dividend distributions has been introduced but will not supercede treaty rates.



## Gabon Property

We hold two exploration licenses, the Ndjole license and the Mitzic license, in Gabon, West Africa covering approximately 4,000 square kilometers. We believe that the Ndjole license has gold and manganese potential and the Mitzic license has iron ore potential. On December 13, 2013, we entered into a binding letter of agreement with BHK Resources, Inc. to sell all of the issued and outstanding securities of our subsidiary, Dome International Global Inc., which holds, indirectly, a 100% interest in and to the Ndjole manganese and gold licenses, for cash consideration of \$1,500,000.

The proposed transaction is subject to a number of terms and conditions, including the entering into by the parties of a definitive agreement with respect to the transaction, the completion of satisfactory due diligence investigations, the completion of a financing by BHK Resources, Inc. generating minimum proceeds of \$CDN 4.0 million from the sale of securities, on terms to be determined, shareholder approval by BHK Resources, Inc. and the approval of the TSX-V and other applicable regulatory authorities. Silver Bull was paid a \$25,000 non-refundable deposit upon the signing of the binding letter of agreement. Prior to the closing of the transaction, we will transfer all of the issued and outstanding securities of African Resources SARL Gabon, which holds the Mitzic license, from Dome International Global Inc. to another of our subsidiaries.

## Results of Operations

### Year Ended October 31, 2013 Compared to Year Ended October 31, 2012

For the fiscal year ended October 31, 2013, we reported a consolidated net loss of \$7,467,000 or approximately \$0.05 per share, compared to a consolidated net loss of \$13,360,000 or approximately \$0.10 per share during the fiscal year ended October 31, 2012. The \$5,893,000 decrease in the consolidated net loss was primarily due to a \$5,774,000 decrease in exploration and property holding costs and a \$634,000 increase in other income in the 2013 fiscal year from the 2012 fiscal year, which was partially offset by a \$558,000 increase in general and administrative expenses.

### Exploration and Property Holding Costs

Exploration and property holding costs decreased \$5,774,000 to \$5,515,000 in the 2013 fiscal year from \$11,289,000 in the 2012 fiscal year. This decrease was primarily due to a significantly reduced drilling program on the Sierra Mojada Property which was partially offset by costs related to the maiden NI 43-101 preliminary economic assessment. During the 2013 fiscal year, we had a small drilling program for part of the year using our underground drill rigs; whereas, up to three external drill rigs were used in the 2012 fiscal year. As a result of this reduction in drilling, we reduced the work force at the Sierra Mojada Property. Also, we recorded a \$1,271,000 concession impairment in the 2013 fiscal year as we decided not to pursue further work on certain concessions in the Sierra Mojada Property and we determined that the Ndjole license was impaired as its carrying amounts were not recoverable from its implied fair value based on the binding letter of agreement. During the 2012 fiscal year we recorded a \$2,006,000 concession impairment as described below.

### General and Administrative Costs

General and administrative expenses increased \$558,000 to \$2,649,000 in the 2013 fiscal year from \$2,091,000 in the 2012 fiscal year as described below.

Personnel costs decreased \$152,000 to \$894,000 in the 2013 fiscal year from \$1,046,000 in the 2012 fiscal year. This decrease was primarily due to a decrease in stock-based compensation expense to \$273,000 in the 2013 fiscal year from \$416,000 in the 2012 fiscal year as a result of stock option vesting in the 2013 fiscal year having a lower fair value than stock option vesting in the 2012 fiscal year.

Office and administrative expenses increased \$102,000 to \$983,000 in the 2013 fiscal year from \$881,000 in the 2012 fiscal year. This increase is mainly due to increased investor relations activities and corporate travel related to the February 2013 offering described in the “Material Changes in Financial Condition; Liquidity and Capital Resources” section.

Professional fees decreased \$61,000 to \$404,000 in the 2013 fiscal year from \$465,000 in the 2012 fiscal year. The decrease was primarily due a decrease in legal fees in the 2013 fiscal year compared to 2012 fiscal year.

Directors’ fees decreased \$212,000 to \$359,000 for the 2013 fiscal year as compared to \$571,000 for the 2012 fiscal year. This decrease was primarily due to a decrease in stock based compensation expense to \$176,000 in the 2013 fiscal year from \$382,000 in the 2012 fiscal year as a result of stocks options vesting in the 2013 fiscal year having a lower fair value than stock options vesting in the 2012 fiscal year.

We recorded a provision of \$5,000 for uncollectible value-added taxes (“VAT”) in the 2013 fiscal year compared to a recovery of \$875,000 in the 2012 fiscal year. The recovery for uncollectible taxes in the 2012 fiscal year was mainly due to value added taxes collected in Mexico during the year inclusive of interest of \$3,332,000 after a significant period where no collections were made. The allowance for uncollectible taxes was estimated by management based upon a number of factors including the length of time the returns have been outstanding, responses received from tax authorities, general economic conditions in Mexico and Gabon and estimated net recovery after commissions.

#### Other Income (Expense)

We recorded other income of \$762,000 in the 2013 fiscal year compared to other income of \$128,000 in the 2012 fiscal year. The significant factor was a \$85,000 foreign currency transaction gain in the 2013 fiscal year, compared to a foreign currency transaction loss of \$276,000 for the 2012 fiscal year and a \$644,000 miscellaneous income in the 2013 fiscal year as compared to a \$244,000 miscellaneous income for the 2012 fiscal year. This was partially offset by a decrease in interest and investment income to \$33,000 for the 2013 fiscal year as compared to a \$160,000 for the 2012 fiscal year. The decrease in interest and investment income is due to significant value added tax collections of historical returns and associated interest occurring in the 2012 fiscal year.

The miscellaneous income in the 2013 fiscal year was primarily the result of our determination that AngloGold abandoned all of its rights and benefits under two joint venture agreements. Upon AngloGold’s termination of these agreements, VAT receivable outstanding at the termination of the agreements and subsequent cash collected related to this VAT receivable of \$492,000 was determined to be the sole property of Silver Bull. Also, we recorded \$86,000 in miscellaneous income from the gain on office and mining equipment sales at the Sierra Mojada Property. The miscellaneous income in the 2012 fiscal year was primarily the result of us receiving supporting documents that allowed us to reduce our liability for certain withholding taxes.

The foreign currency transaction gain in the 2013 fiscal year was primarily the result of the appreciation of the Central African franc (“\$CFA”) and the resulting impact on the intercompany loans between Silver Bull and our Gabonese subsidiaries. The foreign currency transaction loss in the 2012 fiscal year was primarily the result of the depreciation of the Central African franc and the resulting impact on the intercompany loans between Silver Bull and our Gabonese subsidiaries.

#### Income Tax Expense

Income tax expense decreased \$43,000 to \$65,000 in the 2013 fiscal year from \$108,000 in the 2012 fiscal year. The decrease was primarily due to a decrease in income tax expense in Mexico in the 2013 fiscal year.

#### Year Ended October 31, 2012 Compared to Year Ended October 31, 2011

For the fiscal year ended October 31, 2012, we experienced a consolidated net loss of \$13,360,000 or approximately \$0.10 per share, compared to a consolidated net loss of \$12,237,000 or approximately \$0.11 per share during the fiscal year ended October 31, 2011. The \$1,123,000 increase in the consolidated net loss was primarily due to a \$2,916,000 increase in exploration and property holding costs in the 2012 fiscal year from the 2011 fiscal year and other income of \$128,000 in the 2012 fiscal year compared to other expenses of \$465,000 in the 2011 fiscal year. This was partially offset by a \$875,000 recovery of uncollectible value-added taxes in the 2012 fiscal year compared to a \$204,000 provision for uncollectible value added taxes in the 2011 fiscal year.

#### Exploration and Property Holding Costs

Exploration and property holding costs increased \$2,916,000 to \$11,289,000 in the 2012 fiscal year from \$8,373,000 in the 2011 fiscal year primarily due to increased drilling costs due to higher drilling costs in the Parrena Adit,

increased assay costs due to rush orders on certain assays and increased metallurgical costs as metallurgical work was a significant focus in the 2012 fiscal year. Also, we recorded a \$2,006,000 concession impairment in the 2012 fiscal year as certain concessions in Gabon and Mexico will not be pursued and certain concessions which we plan to pursue did not have expected cash flows that supports the value of these assets before the impairment was recorded.

#### General and Administrative Costs

General and administrative expenses decreased \$1,281,000 to \$2,091,000 in the 2012 fiscal year from \$3,372,000 in the 2011 fiscal year as described below.

Personnel costs decreased \$323,000 to \$1,046,000 in the 2012 fiscal year from \$1,369,000 in the 2011 fiscal year. This decrease was primarily due to \$165,000 non-recurring severance payment in the comparable period last year and lower stock based compensation, which decreased to \$416,000 in the 2012 fiscal year from \$587,000 in the 2011 fiscal year.

Office and administrative expenses increased \$223,000 to \$881,000 in the 2012 fiscal year from \$658,000 in the 2011 fiscal year. This increase is mainly due to increased investor relation activities.

Professional fees decreased \$124,000 to \$465,000 in the 2012 fiscal year from \$589,000 in the 2011 fiscal year. The decrease was primarily due to a decrease in recruitment fees paid for new employees and a decrease in accounting and tax expenses.

Directors' fees of \$571,000 in the 2012 fiscal year was similar to \$526,000 in the 2012 fiscal year.

We recorded a recovery of \$875,000 in the 2012 fiscal year for uncollectible value-added taxes compared to a provision of \$204,000 in the 2011 fiscal year. The change in management expectation of collection was mainly due to value-added tax collected in Mexico of \$3,332,000 inclusive of interest related to the tax returns filed in Mexico City for calendar year 2007 to 2012. The allowance for uncollectible taxes was estimated by management based upon a number of factors including the length of time the returns have been outstanding, responses received from tax authorities, general economic conditions in Mexico and Gabon and estimated net recovery after commissions.

#### Other Income (Expense)

We recorded other income of \$128,000 in the 2012 fiscal year compared to other expense of \$465,000 in the 2011 fiscal year. We recorded interest income of \$160,000 in the 2012 fiscal year compared to \$37,000 in the 2011 fiscal year. This increase in interest income was mainly as a result of interest received on value added tax collection in Mexico. We recorded a foreign currency transaction loss of \$276,000 in the 2012 fiscal year compared to a foreign currency transaction loss of \$349,000 in the 2011 fiscal year as discussed below. Also, we recorded miscellaneous income of \$243,000 in the 2012 fiscal year compared to miscellaneous expense of \$153,000 in the 2011 fiscal year. During the 2012 fiscal year we received supporting documents that allowed us to reduce our liability for certain withholding taxes. This amount was accrued in 2011 fiscal year and was included in miscellaneous expense in the 2011 fiscal year.

The foreign currency transaction loss in the 2012 fiscal year was primarily the result of the depreciation of the \$CFA and the resulting impact on the intercompany loans between Silver Bull and our Gabonese subsidiaries. The foreign currency transaction loss in the 2011 fiscal year was primarily the result of the depreciation of the Mexican Peso and the resulting impact on the intercompany loans between Silver Bull and our Mexican subsidiaries. In the 2012 fiscal year, foreign currency transaction gains/losses are not recorded on the intercompany loans between Silver Bull and our Mexican subsidiaries due to the change in functional currency described in the "Critical Accounting Policies" section.

#### Income Tax Expense

Income tax expense increased \$81,000 to \$108,000 in the 2012 fiscal year from \$27,000 in the 2011 fiscal year. The increase was primarily due to an increase in income tax expense in Canada and Mexico in the 2012 fiscal year.

#### Material Changes in Financial Condition, Liquidity and Capital Resources

#### February 2013 Offering

On February 14, 2013, we closed the Offering of 22,912,500 units at a price of \$0.40 per unit for net proceeds of \$8.1 million. Each unit was comprised of one share of common stock and one-half of one common stock purchase warrant, with each whole warrant exercisable to purchase one share of common stock, at an exercise price of \$0.55, for a period of 18 months from the closing of the Offering. We paid the agents on the Offering a cash commission equal to 6.0% of the gross proceeds, except for \$2.5 million in units sold to purchasers arranged by us for which the agents received a 3.0% cash commission.

In addition, the agents received compensation warrants equal in number to 6.0% of the aggregate number of units issued under the Offering except for \$2.5 million in units sold to purchasers arranged by us for which the agents received compensation warrants equal in number to 3.0% of the units sold to such purchasers. The compensation warrants have the same terms as the other warrants issued in the Offering.

## Cash Flows

During the 2013 fiscal year, we primarily utilized cash and cash on equivalents to fund exploration activities at the Sierra Mojada Property and for general and administrative expenses. Additionally, during fiscal year 2013, we received net proceeds (after offering costs) of \$8,095,000 in connection with the Offering. As a result of the Offering, offset by the exploration activities and general and administrative expenses, cash and cash equivalents increased from \$3,201,000 at October 31, 2012 to \$5,251,000 at October 31, 2013.

Cash flows used in operations for the 2013 fiscal year was \$5,425,000 as compared to \$9,592,000 in the 2012 fiscal year. This decrease was mainly due to the decreased exploration work at the Sierra Mojada Property in the 2013 fiscal year compared to the 2012 fiscal year which was partially offset by a decrease in net VAT collected of \$614,000 in the 2013 fiscal year compared to \$1,680,000 in the 2012 fiscal year.

Cash flows used in investing activity for the 2013 fiscal year was \$658,000 as compared to \$1,615,000 in the 2012 fiscal year. The decrease was mainly due to decreased property concession acquisition costs.

Cash flows provided by financing activities for the 2013 fiscal year was \$8,127,000 as compared to \$10,254,000 for the 2012 fiscal year. The majority of the cash flow provided by financing activities in the 2013 fiscal year was due to the Offering, with net proceeds of \$8,095,000. The majority of the cash flow provided by financing activities in the 2012 fiscal year was due to the completion of certain registered direct offerings for net proceeds of \$10,218,000.

## Capital Resources

As of October 31, 2013, we had cash and cash on hand of \$5,251,000 and working capital of \$4,718,000 as compared to cash and cash on hand of \$3,201,000 and working capital of \$2,925,000 as of October 31, 2012. The increase in liquidity and working capital were primarily the result of the Offering in February 2013 which was partially offset by cash and cash equivalents used by exploration activities at the Sierra Mojada Property and general and administrative expense.

Since inception, we have relied primarily upon proceeds from sales of our equity securities and warrant exercises as our primary sources of financing to fund our operations. We anticipate that we will continue to rely on sales of our securities in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will be able to complete any additional sales of our equity securities or that we will be able arrange for other financing to fund our planned business activities. See Note 1 to our Consolidated Financial Statements included in this Annual Report on the Form 10-K.

## Capital Requirements and Liquidity; Need for Subsequent Funding

Our management and board of directors monitor our overall costs, expenses, and financial resources and, if necessary, will adjust our planned operational expenditures in an attempt to ensure we have sufficient operating capital. We continue to evaluate our costs and planned expenditures including for our Sierra Mojada Property as discussed below.

The continued exploration of the Sierra Mojada Property will require significant amounts of additional capital. In January 2014, our board of directors approved a calendar year 2014 budget of \$1.8 million for the Sierra Mojada Property and a \$1.8 million budget for general and administrative expenses. As of December 31, 2013, we had approximately \$4.7 million in cash on hand. We will continue to evaluate our ability to raise additional capital, and we will reduce expenditures on the Sierra Mojada Property if we determine that additional capital is unavailable or available on terms that we determine are unacceptable. Also, the continued exploration and if warranted, development, of the Sierra Mojada Property ultimately will require us to raise additional capital, identify other sources of funding or identify another strategic transaction. The on-going uncertainty and volatility in the global financial and capital

markets have limited the availability of funding. Debt or equity financing may not be available to us on acceptable terms, if at all. Equity financing, if available, will likely result in substantial dilution to existing stockholders. If we are unable to fund future operations by way of financing, including public or private offerings of equity or debt securities, our business, financial condition and results of operations will be adversely impacted.



## Table of Contractual Obligations

The following table summarizes our contractual obligations as of October 31, 2013:

| Contractual Obligations                              | Total         | Less Than<br>1 Year | 1 - 3<br>Years       | 4 - 5<br>Years | More<br>Than 5<br>Years |
|--|---------------|---------------------|----------------------|----------------|-------------------------|
|  |               |                     | (in thousands of \$) |                |                         |
| Operating leases                                     | 306           | 88                  | 180                  | 38             | -                       |
| Sierra Mojada concession option<br>purchase payments | 15,019        | 999                 | 14,020               | -              | -                       |
| <b>Total</b>   | <b>15,325</b> | <b>1,087</b>        | <b>14,200</b>        | <b>38</b>      | <b>-</b>                |

The above table assumes the Poder de Dios, Anexas a Poder de Dios and Amplicaion a Poder de Dios option purchase price is exercised on January 1, 2016 and the Nuevo Dulces Nombres and Yolanda III option purchase is exercised on August 1, 2016.

## Off Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our stockholders.

## Recent Accounting Pronouncements Adopted in the Year Ended October 31, 2013

Effective November 1, 2012, we adopted Accounting Standards Update (“ASU”) 2011-04 “Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.” This update amended explanations of how to measure fair value to result in common fair value measurement and disclosure requirements in accounting principles generally accepted in the United States of American (“GAAP”) and International Financial Reporting Standards. The adoption of this standard had no material effect on our financial position, results of operations or cash flows.

Effective November 1, 2012, we adopted ASU 2011-05 , “Presentation of Comprehensive Income,” to provide an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. We chose to use the single continuous statement approach and the update had no effect on our financial position, results of operations or cash flows.

Effective November 1, 2012 we adopted ASU 2011-08 “Intangibles – Goodwill and Other”. This new guidance on testing goodwill provides an entity the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an entity determines that this is the case, it is required to perform the currently prescribed two-step goodwill impairment test to identify potential goodwill impairment and measure the amount of goodwill impairment loss to be recognized for that reporting unit (if any). If an entity determines that the fair value of a reporting unit is not less than its carrying amount, the two-step goodwill impairment test is not required. The adoption of this guidance had no material effect on our financial position, results of operations or cash flows.

## Recent Accounting Pronouncements Not Yet Adopted

In December 2011, the Financial Accounting Standards Board ("FASB") issued ASU 2011-11, "Balance Sheet (Topic 201): Disclosures about Offsetting Assets and Liabilities." This ASU adds certain additional disclosure requirements about financial instruments and derivative instruments that are subject to netting arrangements. ASU 2011-11 is effective for fiscal years, and interim periods within those years, beginning after January 1, 2013, with retrospective application required. We do not believe the adoption of this update will have a material impact on the disclosure requirements for our consolidated financial statements.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force) and the SEC did not or are not believed to have a material impact on our present or future consolidated financial statements.

#### Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with GAAP requires us to establish accounting policies and make estimates and assumptions that affect our reported amounts of assets and liabilities at the date of the consolidated financial statements. These financial statements include some estimates and assumptions that are based on informed judgments and estimates of management. We evaluate our policies and estimates on an on-going basis and discuss the development, selection and disclosure of critical accounting policies with the Audit Committee of the Board of Directors. Predicting future events is inherently an imprecise activity and as such requires the use of judgment. Our consolidated financial statements may differ based upon different estimates and assumptions.

We discuss our significant accounting policies in Note 2 — Summary of Significant Accounting Policies — to our consolidated financial statements. Our significant accounting policies are subject to judgments and uncertainties that affect the application of such policies. We believe these consolidated financial statements include the most likely outcomes with regard to amounts that are based on our judgment and estimates. Our consolidated financial position and results of operations may be materially different when reported under different conditions or when using different assumptions in the application of such policies. In the event estimates or assumptions prove to be different from the actual amounts, adjustments are made in subsequent periods to reflect more current information. We believe the following accounting policies are critical to the preparation of our consolidated financial statements due to the estimation process and business judgment involved in their application:

#### Use of Estimates

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates based on assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the consolidated financial statements. Actual results could differ from those estimates. Estimates and assumptions are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and assumptions are accounted for prospectively.

Significant areas involving the use of estimates include determining the allowance for uncollectible taxes, evaluating recoverability of property concessions, evaluating impairment of long-lived assets, evaluating impairment of goodwill, establishing a valuation allowance on future use of deferred tax assets and calculating stock-based compensation.

#### Property Concessions

Property concessions acquisition costs are capitalized when incurred and will be amortized using the units of production method following the commencement of production. If a property concession is subsequently abandoned or impaired, any capitalized costs will be expensed in the period of abandonment or impairment. To date, no property concession have reached the production stage.

Acquisition costs include cash consideration and the fair market value of shares issued on the acquisition of property concessions.

#### Exploration Costs

Exploration costs incurred are expensed to the date of establishing that costs incurred are economically recoverable. Exploration expenditures incurred subsequent to the establishment of economic recoverability are capitalized and included in the carrying amount of the related property. To date, we have not established the economic recoverability of its exploration prospects; therefore, all exploration costs are being expensed.

#### Impairment of Long-Lived Assets

Management reviews and evaluates its long-lived assets for impairment when events and changes in circumstances indicate that the related carrying amounts of its assets may not be recoverable. Impairment is considered to exist if the future cash flows on an undiscounted basis are less than the carrying amount of the long-lived asset. An impairment loss is measured and recorded based on the difference between book value and fair value of the asset group, as determined through the application of a present value technique using expected future cash flows to estimate fair value in the absence of a market price. In estimating future cash flows, assets are grouped at the lowest level for which there is identifiable cash flows that are largely independent of cash flows from other asset groups.

## Goodwill

Goodwill is the purchase premium after adjusting for the fair value of net assets acquired. Goodwill is not amortized but is reviewed for potential impairment on an annual basis, or when events or circumstances indicate a potential impairment, at the reporting unit level. We perform our annual goodwill impairment tests at April 30th of each fiscal year.

In performing the goodwill impairment tests we have elected to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we determine that this is the case, we are required to perform the currently prescribed two-step goodwill impairment test to identify potential goodwill impairment and measure the amount of goodwill impairment loss to be recognized for that reporting unit (if any). If we determine that the fair value of a reporting unit is not less than its carrying amount, the two-step goodwill impairment test is not required.

## Income Taxes

We follow the asset and liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are determined based on temporary differences between the tax basis and accounting basis of the assets and liabilities measured using tax rates enacted at the balance sheet date. We recognize the tax benefit from uncertain tax positions only if it is at least “more likely than not” that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement with the taxing authorities. This accounting standard also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods and disclosure.

A valuation allowance is recorded against deferred tax assets if management does not believe we have met the “more likely than not” standard imposed by this guidance to allow recognition of such an asset. Management recorded a full valuation allowance at October 31, 2013 and October 31, 2012 against the deferred tax assets as it deems future realization would not meet the criteria “more likely than not”.

## Stock-Based Compensation and Warrants

We use the Black-Scholes pricing model as a method for determining the estimated fair value for all stock options awarded to employees, officers, directors and consultants. The expected term of the options is based upon evaluation of historical and expected future exercise behavior. The risk-free interest rate is based upon U.S. Treasury rates at the date of grant with maturity dates approximately equal to the expected life of the grant. Volatility is determined upon historical volatility of our stock and adjusted if future volatility is expected to vary from historical experience. The dividend yield is assumed to be none as we have not paid dividends nor do we anticipate paying any dividends in the foreseeable future. We use the graded vesting attribution method to recognize compensation costs over the requisite service period.

We also used the Black-Scholes valuation model to determine the fair market value of warrants. Expected volatility is based upon weighted average of historical volatility over the contractual term of the warrant and implied volatility. The risk-free interest rate is based upon implied yield on a U.S. Treasury zero-coupon issue with a remaining term equal to the contractual term of the warrants. The dividend yield is assumed to be none as the Company has not paid dividends nor does not anticipate paying any dividends in the foreseeable future.

## Foreign Currency Translation

During the year ended October 31, 2013, the functional currency of Silver Bull Resources, Inc. and its subsidiaries is the U.S. dollar except for the Gabonese subsidiaries whose functional currency is the CFA.

As at November 1, 2011, we determined that the functional currency of our Mexican subsidiaries changed from the MXN to the U.S. dollar. During the year ended October 31, 2013 and October 31, 2012 our Mexican foreign operations monetary assets and liabilities were translated into U.S. dollars at the period-end exchange rate and non-monetary assets and liabilities were translated using the historical exchange rate. Our Mexican foreign operations revenue and expenses were translated at the average exchange rate during the period except for depreciation of office and mining equipment and impairment of property concessions which are translated using the historical exchange rate. Foreign currency translation gains and losses of our foreign Mexican operations occurring after November 1, 2011 are included in the consolidated statement of operations.

During the year ended October 31, 2011 assets and liabilities of our Mexican and Gabonese operations were translated into U.S. dollars at the period-end exchange rate, and revenue and expenses were translated at the average exchange rate during the period. Exchange differences arising on translation were disclosed as a separate component of

stockholders' equity. Realized gains and losses from foreign currency transactions were reflected in the results of operations. Intercompany transactions and balances with our Mexican and Gabonese subsidiaries were considered to be planned or anticipated to settle in the foreseeable future except for \$13.4 million of intercompany loans which the Company agreed to convert to equity. All foreign currency transaction gains and losses on intercompany loans which were considered to be planned or anticipated to settle in the foreseeable future were included in the consolidated statement of operations.

During the year ended October 31, 2013 and October 31, 2012 our Gabonese foreign operations were translated into U.S. dollars consistent with the year-ended October 31, 2011.

## Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Interest Rate Risk

We hold substantially all of our cash and cash equivalents in bank and demand deposit accounts with major financial institutions. The interest rates received on these balances may fluctuate with changes in economic conditions. Based on the average cash and cash equivalent and restricted cash balances during the year ended October 31, 2013, a 1% decrease in interest rates would have resulted in a reduction in interest income for the period of \$4,927.

### Foreign Currency Exchange Risk

Certain purchases of labor, operating supplies and capital assets are denominated in Canadian Dollars (“\$CDN”), \$MXN, \$CFA or other currencies. As a result, currency exchange fluctuations may impact the costs of our operations. Specifically, the appreciation of the \$MXN, \$CDN or \$CFA against the U.S. dollar may result in an increase in operating expenses and capital costs in U.S. dollar terms. As of October 31, 2013, we maintained the majority of our cash balance in U.S. Dollars. We currently do not engage in any currency hedging activities.

### Commodity Price Risk

Our primary business activity is the exploration of properties containing silver, zinc, lead, gold, manganese and other minerals. As a result, decreases in the price of any of these metals have the potential to negatively impact our ability to establish reserves and develop our exploration properties. None of our properties are in production and we do not currently hold any commodity derivative positions.

## Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See “Index to Consolidated Financial Statements” following the signature page of this Form 10-K.

## Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## Item 9A. Controls and Procedures

### (a) Evaluation of Disclosure Controls and Procedures

As of October 31, 2013, we have carried out an evaluation under the supervision of, and with the participation of our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on the evaluation as of October 31, 2013, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) under the Exchange Act) were effective.

Our disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and our principal

financial officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Rule 13a-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our principal executive and principal financial officers, we assessed, as of October 31, 2013, the effectiveness of our internal control over financial reporting. This assessment was based on criteria established in the framework in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992. Based on our assessment using those criteria, management concluded that our internal control over financial reporting as of October 31, 2013, was effective.



Internal control over financial reporting is defined as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with U.S. generally accepted accounting principles and that our receipts and expenditures are being made only in accordance with authorization of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

(c) Attestation Report of Registered Public Accounting Firm

Hein & Associates LLP, an independent registered public accounting firm, has issued an attestation report on our internal control over financial reporting, which is required under this Item 9A and is set forth below under the caption "Report of Independent Registered Public Accounting Firm."

(d) Changes in Internal Controls over Financial Reporting

There were no changes in our internal control over financial reporting during the year ended October 31, 2013 that materially affected, or were reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders  
Silver Bull Resources, Inc.

We have audited Silver Bull Resources, Inc.'s internal control over financial reporting as of October 31, 2013, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992. Silver Bull Resources, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Silver Bull Resources, Inc. maintained, in all material respects, effective internal control over financial reporting as of October 31, 2013, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Silver Bull Resources, Inc. and subsidiaries as of October 31, 2013 and 2012, and the related statements of operations and comprehensive loss, changes in stockholders' equity, and cash flows for the years ended October 31, 2013, 2012 and 2011 and for the period from inception (November 8, 1993) to October 31, 2013, and our report dated January 13, 2014 expressed an unqualified opinion.

/s/ Hein & Associates LLP

HEIN & ASSOCIATES LLP  
Denver, Colorado  
January 13, 2014

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### PART III

#### Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

For information regarding our executive officers, see “Items 1 and 2: Business and Properties – Executive Officers of Silver Bull Resources”

Information relating to this item will be included in an amendment to this report or in the proxy statement for our 2014 annual shareholders meeting and is incorporated by reference in this report.

We have adopted a Code of Ethics that applies to all of our directors and employees, including our principal executive officer, principal financial officer, principal accounting officer, and those of our officers performing similar functions. The full text of our Code of Ethics can be found on the Corporate Governance page of our website. In the event our board approves an amendment to or waiver from any provision of our Code of Ethics, we will disclose the required information pertaining to such amendment or waiver on our website.

#### Item 11. EXECUTIVE COMPENSATION

Information relating to this item will be included in an amendment to this report or in the proxy statement for our 2014 annual shareholders meeting and is incorporated by reference in this report.

#### Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information relating to this item will be included in an amendment to this report or in the proxy statement for our 2014 annual shareholders meeting and is incorporated by reference in this report.

#### Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information relating to this item will be included in an amendment to this report or in the proxy statement for our 2014 annual shareholders meeting and is incorporated by reference in this report.

#### Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information relating to this item will be included in an amendment to this report or in the proxy statement for our 2014 annual shareholders meeting and is incorporated by reference in this report.

## PART IV

## ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

## Financial Statements and Financial Statement Schedules

See “Index to Consolidated financial statements” on page F-1.

| Exhibit Number | Exhibit Description  | Incorporated by Reference |                |         | Filed Herewith |
|----------------|--|---------------------------|----------------|---------|----------------|
|                |  | Form                      | Date of Report | Exhibit |                |
| 3.1            | Restated Articles of Incorporation.  | 10-K                      | 10/31/2010     | 3.1.1   |                |
| 3.2            | Amended and Restated Bylaws  | 10-K                      | 10/31/2010     | 3.1.2   |                |
| 4.1            | Rights Agreement   | 8-A                       | 06/12/2007     | 1       |                |
| 10.1           | 2006 Stock Option Plan.  | 10-KSB                    | 10/31/2006     | 4.2     |                |
| 10.2           | 2010 Stock Option Plan and Stock Bonus Plan, as amended  | 8-K                       | 02/28/2012     | 10.1    |                |
| 10.3           | Employment agreement with Timothy Barry, as amended  | 8-K                       | 02/26/2013     | 10.1    |                |
| 10.4           | Employment agreement with Sean Fallis, as amended  | 8-K                       | 02/26/2013     | 10.2    |                |
| 10.5           | Employment agreement with Brian Edgar, as amended  | 8-K                       | 02/26/2013     | 10.3    |                |
| 14             | Code of Ethics   | 10-KSB                    | 01/31/2007     | 14      |                |
| 21.1           | Subsidiaries of the Registrant   |                           |                |         | X              |
| 23.1           | Consent of Hein & Associates LLP   |                           |                |         | X              |
| 23.2           | Consent of JDS Energy & Mining Inc.  |                           |                |         | X              |
| 31.1           | Certification of CEO Pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |                           |                |         | X              |
| 31.2           | Certification of CFO Pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |                           |                |         | X              |
| 32.1           | Certification of CEO Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.               |                           |                |         | X              |

|          |  |   |
|----------|--|---|
| 32.2     | Certification of CFO Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | X |
| 101.INS* | XBRL Instance Document   | X |
| 101.SCH* | XBRL Schema Document   | X |
| 101.CAL* | XBRL Calculation Linkbase Document   | X |
| 101.DEF* | XBRL Definition Linkbase Document  | X |

|          |                                     |   |
|----------|-------------------------------------|---|
| 101.LAB* | XBRL Labels Linkbase Document       | X |
| 101.PRE* | XBRL Presentation Linkbase Document | X |
| 99.1     | Sierra Mojada location map. (1)     | X |
| 99.2     | Gabon location map. (1)             | X |

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Annual Report on Form 10-K is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act, is deemed not filed for purposes of section 18 of the Exchange Act, and otherwise is not subject to liability under these sections.

(1) Filed herewith under Items 1 and 2. Business and Properties.

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.

SILVER BULL RESOURCES, INC.

Date: January 13, 2014

By: /s/ Timothy Barry  
Timothy Barry,  
President and Chief Executive  
Officer  
(Principal Executive Officer)

Date: January 13, 2014

By: /s/ Sean Fallis  
Sean Fallis,  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: January 13, 2014

By: /s/ Timothy Barry  
Timothy Barry,  
President and Chief Executive  
Officer and Director

Date: January 13, 2014

By: /s/ Joshua Crumb  
Joshua Crumb,  
Director

Date: January 13, 2014

By: /s/ Brian Edgar  
Brian Edgar,  
Director

Date: January 13, 2014

By: /s/ Murray Hitzman  
Murray Hitzman,  
Director

Date: January 13, 2014

By: /s/ Daniel Kunz  
Daniel Kunz,



Director

Date: January 13, 2014

By: /s/ John McClintock  
John McClintock,  
Director

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SILVER BULL RESOURCES, INC.  
(An Exploration Stage Company)

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders  
Silver Bull Resources, Inc.

We have audited the accompanying consolidated balance sheets of Silver Bull Resources, Inc. (an exploration stage company) as of October 31, 2013 and 2012, and the related consolidated statements of operations and comprehensive loss, changes in stockholders' equity, and cash flows for the years then ended October 31, 2013, 2012 and 2011 and for the period from inception (November 8, 1993) to October 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Silver Bull Resources, Inc. (an exploration stage company) as of October 31, 2013 and 2012 and the results of its operations and its cash flows for the years ended October 31, 2013, 2012 and 2011 and for the period from inception (November 8, 1993) to October 31, 2013, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Silver Bull Resources, Inc.'s and subsidiaries' internal control over financial reporting as of October 31, 2013, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992, and our report dated January 13, 2014 expressed an unqualified opinion on the effectiveness of Silver Bull Resources, Inc.'s internal control over financial reporting.

/s/ Hein & Associates LLP

HEIN & ASSOCIATES LLP  
Denver, Colorado  
January 13, 2014

SILVER BULL RESOURCES, INC.  
 (AN EXPLORATION STAGE COMPANY)  
 CONSOLIDATED BALANCE SHEETS

|  | October 31,<br>2013 | October 31,<br>2012 |
|--|---------------------|---------------------|
| <b>ASSETS</b>  |                     |                     |
| <b>CURRENT ASSETS</b>  |                     |                     |
| Cash and cash equivalents  | \$5,251,003         | \$3,201,240         |
| Restricted cash  | —                   | 12,614              |
| Value-added tax receivable, net of allowance for uncollectible taxes of \$127,557 and \$203,835, respectively (Note 3)                 | 338,275             | 940,212             |
| Income tax receivable  | 396                 | —                   |
| Other receivables  | 67,094              | 116,251             |
| Prepaid expenses and deposits  | 236,739             | 308,453             |
| <b>Total Current Assets</b>  | <b>5,893,507</b>    | <b>4,578,770</b>    |
| Office and mining equipment, net (Note 4)  | 508,751             | 709,322             |
| Property concessions (Note 5)  | 8,216,844           | 8,526,662           |
| Goodwill (Note 6)  | 18,495,031          | 18,495,031          |
| Other assets   | —                   | 43,843              |
| <b>TOTAL ASSETS</b>  | <b>\$33,114,133</b> | <b>\$32,353,628</b> |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                     |                     |
| <b>CURRENT LIABILITIES</b>   |                     |                     |
| Accounts payable   | \$470,958           | \$500,619           |
| Accrued liabilities and expenses   | 704,366             | 654,750             |
| Income tax payable   | —                   | 8,540               |
| Payable to AngloGold (Note 7)  | —                   | 490,095             |
| <b>Total Current Liabilities</b>   | <b>1,175,324</b>    | <b>1,654,004</b>    |
| <b>COMMITMENTS AND CONTINGENCIES (Notes 1, 9 and 15)</b>   |                     |                     |
| <b>STOCKHOLDERS' EQUITY (Notes 9, 10, 11 and 12)</b>   |                     |                     |
| Common stock, \$0.01 par value; 300,000,000 shares authorized, 159,072,657 and 136,160,157 shares issued and outstanding, respectively | 1,590,726           | 1,361,601           |
| Additional paid-in capital   | 124,641,777         | 116,199,819         |
| Deficit accumulated during exploration stage   | (94,386,856 )       | (86,920,276 )       |
| Other comprehensive income   | 93,162              | 58,480              |
| <b>Total Stockholders' Equity</b>  | <b>31,938,809</b>   | <b>30,699,624</b>   |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>  | <b>\$33,114,133</b> | <b>\$32,353,628</b> |

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



SILVER BULL RESOURCES, INC.  
(AN EXPLORATION STAGE COMPANY)  
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

|   | Years Ended October 31, |                        |                        | Period from            |
|---|-------------------------|------------------------|------------------------|------------------------|
|   | 2013                    | 2012                   | 2011                   | November               |
|   |                         |                        |                        | 8,                     |
|   |                         |                        |                        | 1993                   |
|   |                         |                        |                        | (Inception)            |
|   |                         |                        |                        | to October             |
|   |                         |                        |                        | 31,                    |
|   |                         |                        |                        | 2013                   |
| REVENUES  | \$—                     | \$—                    | \$—                    | \$—                    |
| <b>EXPLORATION AND PROPERTY HOLDING COSTS</b>               |                         |                        |                        |                        |
| Exploration and property holding costs                      | 4,105,490               | 9,145,570              | 8,099,070              | 49,158,250             |
| Depreciation and asset impairment (Note 5)                  | 1,409,511               | 2,143,300              | 274,381                | 4,974,812              |
| <b>TOTAL EXPLORATION AND PROPERTY HOLDING COSTS</b>         | <b>5,515,001</b>        | <b>11,288,870</b>      | <b>8,373,451</b>       | <b>54,133,062</b>      |
| <b>GENERAL AND ADMINISTRATIVE EXPENSES</b>                  |                         |                        |                        |                        |
| Personnel   | 893,789                 | 1,046,177              | 1,368,524              | 17,726,429             |
| Office and administrative (Note 8)                          | 982,803                 | 880,914                | 658,225                | 5,870,428              |
| Professional services                                       | 404,319                 | 464,652                | 589,246                | 8,819,781              |
| Directors' fees   | 358,796                 | 570,855                | 526,459                | 5,367,752              |
| Provision for (recovery of) uncollectible value-added taxes | 5,167                   | (875,491 )             | 204,190                | 539,261                |
| Depreciation  | 4,437                   | 3,784                  | 25,285                 | 269,001                |
| <b>TOTAL GENERAL AND ADMINISTRATIVE EXPENSES</b>            | <b>2,649,311</b>        | <b>2,090,891</b>       | <b>3,371,929</b>       | <b>38,592,652</b>      |
| <b>LOSS FROM OPERATIONS</b>                                 | <b>(8,164,312 )</b>     | <b>(13,379,761 )</b>   | <b>(11,745,380 )</b>   | <b>(92,725,714 )</b>   |
| <b>OTHER INCOME (EXPENSES)</b>                              |                         |                        |                        |                        |
| Interest and investment income                              | 33,014                  | 160,424                | 36,535                 | 1,128,336              |
| Foreign currency transaction gain (loss)                    | 85,394                  | (276,263 )             | (348,813 )             | (3,028,101 )           |
| Miscellaneous income (expense)                              | 644,032                 | 243,398                | (152,845 )             | 666,712                |
| <b>TOTAL OTHER INCOME (EXPENSES)</b>                        | <b>762,440</b>          | <b>127,559</b>         | <b>(465,123 )</b>      | <b>(1,233,053 )</b>    |
| <b>LOSS BEFORE INCOME TAXES</b>                             | <b>(7,401,872 )</b>     | <b>(13,252,202 )</b>   | <b>(12,210,503 )</b>   | <b>(93,958,767 )</b>   |
| <b>INCOME TAX EXPENSE (Note 13)</b>                         | <b>64,708</b>           | <b>108,209</b>         | <b>26,857</b>          | <b>301,999</b>         |
| <b>NET LOSS</b>   | <b>\$(7,466,580 )</b>   | <b>\$(13,360,411 )</b> | <b>\$(12,237,360 )</b> | <b>\$(94,260,766 )</b> |
| <b>OTHER COMPREHENSIVE INCOME (LOSS)</b>                    |                         |                        |                        |                        |
| Foreign currency translation adjustments                    | 34,682                  | (139,971 )             | (1,232,438 )           | 93,162                 |

|  |                 |                  |                  |                  |
|--|-----------------|------------------|------------------|------------------|
| COMPREHENSIVE LOSS   | \$ (7,431,898 ) | \$ (13,500,382 ) | \$ (13,469,798 ) | \$ (94,167,604 ) |
| BASIC AND DILUTED NET LOSS PER<br>COMMON SHARE                               | \$ (0.05 )      | \$ (0.10 )       | \$ (0.11 )       |                  |
| BASIC AND DILUTED WEIGHTED<br>AVERAGE NUMBER OF COMMON SHARES<br>OUTSTANDING | 152,481,390     | 133,743,777      | 109,977,943      |                  |

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

SILVER BULL RESOURCES, INC.  
(AN EXPLORATION STAGE COMPANY)  
CONSOLIDATED STATEMENTS OF CASH FLOWS

|  | Years Ended October 31, |                 |                 | Period from<br>November<br>8,<br>1993<br>(Inception)<br>to October<br>31,<br>2013 |
|--|-------------------------|-----------------|-----------------|---|
|  | 2013                    | 2012            | 2011            | 2013  |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |                         |                 |                 |   |
| Net loss   | \$ (7,466,580)          | \$(13,360,411 ) | \$(12,237,360 ) | \$(94,260,766 )   |
| Adjustments to reconcile net loss to net cash used by operating activities:                |                         |                 |                 |   |
| Depreciation and asset impairment  | 1,413,948               | 2,147,084       | 241,150         | 5,212,170   |
| Provision for (recovery of) uncollectible value-added taxes                                | 5,167                   | (875,491 )      | 204,190         | 532,286   |
| Noncash (income) expenses  | (579,889 )              | —               | —               | (453,025 )  |
| Foreign currency transaction (gain) loss   | (104,583 )              | 306,446         | 173,930         | 3,030,139   |
| Common stock issued for services   | —                       | —               | —               | 1,563,574   |
| Common stock issued for compensation and directors' fees                                   | —                       | —               | —               | 1,753,222   |
| Stock options issued for compensation  | 576,358                 | 991,110         | 1,129,421       | 10,712,097  |
| Stock options and warrants issued for services, general financing fees and directors' fees | —                       | —               | —               | 4,769,840   |
| Changes in operating assets and liabilities:   |                         |                 |                 |   |
| Restricted cash  | 12,859                  | 58,100          | (75,839 )       | (4,880 )  |
| Value-added tax receivable   | 614,455                 | 1,679,948       | (1,471,491 )    | (1,046,694 )  |
| Income tax receivable  | (396 )                  | —               | —               | (396 )  |
| Other receivable   | 49,926                  | (34,799 )       | (63,268 )       | (53,939 )   |
| Prepaid expenses and deposits  | 73,200                  | (42,081 )       | 4,906           | (215,442 )  |
| Accounts payable   | (32,826 )               | (282,495 )      | 100,577         | 249,272   |
| Accrued liabilities and expenses   | 22,359                  | (179,420 )      | 666,897         | 772,711   |
| Income tax payable   | (8,540 )                | 717             | 8,363           | 3,429   |
| Accrued severance costs  | —                       | —               | (184,000 )      | —   |
| Net cash used by operating activities  | (5,424,542 )            | (9,591,292 )    | (11,502,524 )   | (67,436,402 )   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |                         |                 |                 |   |
| Purchase of investments  | —                       | —               | —               | (21,609,447 )   |
| Proceeds from sale of investments  | —                       | —               | —               | 21,609,447  |
| Cash acquired in merger with Dome Ventures   | —                       | —               | —               | 2,618,548   |
| Equipment purchases  | —                       | (77,380 )       | (142,508 )      | (3,095,062 )  |
| Proceeds from sale of equipment  | 149,330                 | 9,779           | 442,665         | 610,674   |
| Proceeds from mining concession option payment   | —                       | —               | 100,000         | 200,000   |



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|                                       |            |              |            |              |
|---------------------------------------|------------|--------------|------------|--------------|
| Acquisition of property concessions   | (807,732 ) | (1,547,736 ) | (797,960 ) | (8,158,944 ) |
| Net cash used by investing activities | (658,402 ) | (1,615,337 ) | (397,803 ) | (7,824,784 ) |

**CASH FLOWS FROM FINANCING  
ACTIVITIES:**

|   |             |              |              |             |
|---|-------------|--------------|--------------|-------------|
| Proceeds from issuance of common stock, net of offering costs | 8,094,725   | 10,217,774   | 4,917,221    | 73,003,430  |
| Proceeds from sales of options and warrants                   | —           | —            | —            | 949,890     |
| Proceeds from exercise of options                             | —           | —            | 188,913      | 188,913     |
| Proceeds from exercise of warrants                            | —           | —            | 699,344      | 6,350,286   |
| Deferred cash offering costs                                  | 43,843      | 50,706       | (94,549 )    | —           |
| Payable to AngloGold  | (11,551 )   | (14,166 )    | (102,778 )   | 453,878     |
| Proceeds from shareholder loans                               | —           | —            | —            | 30,000      |
| Payment of note payable                                       | —           | —            | —            | (15,783 )   |
| Net cash provided by financing activities                     | 8,127,017   | 10,254,314   | 5,608,151    | 80,960,614  |
| Effect of exchange rates on cash and cash equivalents         | 5,690       | (86,344 )    | (38,523 )    | (448,425 )  |
| Net increase (decrease) in cash and cash equivalents          | 2,049,763   | (1,038,659 ) | (6,330,699 ) | 5,251,003   |
| Cash and cash equivalents beginning of period                 | 3,201,240   | 4,239,899    | 10,570,598   | —           |
| Cash and cash equivalents end of period                       | \$5,251,003 | \$3,201,240  | \$4,239,899  | \$5,251,003 |

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

SILVER BULL RESOURCES, INC.  
 (AN EXPLORATION STAGE COMPANY)  
 CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

|   | Years Ended October 31, |          |          | Period from<br>November 8,<br>1993<br>(Inception)<br>to October 31,<br>2013 |
|---|-------------------------|----------|----------|---|
|   | 2013                    | 2012     | 2011     |   |
| <b>SUPPLEMENTAL CASH FLOW DISCLOSURES:</b>          |                         |          |          |   |
| Income taxes paid                                   | \$56,471                | \$93,955 | \$23,556 | \$290,991   |
| Interest paid                                       | \$—                     | \$440    | \$—      | \$287,211   |
| <b>NON-CASH INVESTING AND FINANCING ACTIVITIES:</b> |                         |          |          |   |
| Warrants issued for offering costs (Note 12)        | \$51,672                | \$—      | \$—      | \$51,672  |
| Common stock issued in merger with Dome             | \$—                     | \$—      | \$—      | \$24,840,886  |
| Warrants issued in merger with Dome                 | \$—                     | \$—      | \$—      | \$1,895,252   |
| Common stock issued for equipment                   | \$—                     | \$—      | \$—      | \$25,000  |
| Common stock options issued for financing fees      | \$—                     | \$—      | \$—      | \$276,000   |
| Common stock options issued for non-cash options    | \$—                     | \$—      | \$727    | \$59,947  |

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

SILVER BULL RESOURCES, INC.  
(AN EXPLORATION STAGE COMPANY)  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

|  | Common Stock |          | Additional | Stock         | Deficit     | Other         |          |
|--|--------------|----------|------------|---------------|-------------|---------------|----------|
|  | Number of    | Amount   | Paid-in    | Subscriptions | Accumulated | Comprehensive | Total    |
|  | Shares       |          | Capital    | Receivable    | During      | Income        |          |
|  |              |          |            |               | Exploration | (Loss)        |          |
|  |              |          |            |               | Stage       |               |          |
| Common stock issuance prior to inception (no value)                            | 576,480      | \$ 5,765 | \$ (5,765) | \$ —          | —           | —             | —        |
| Net loss for the year ended October 31, 1994                                   | —            | —        | —          | —             | (8,831)     | —             | (8,831)  |
| Balances, October 31, 1994   | 576,480      | 5,765    | (5,765)    | —             | (8,831)     | —             | (8,831)  |
| Net loss for the year ended October 31, 1995                                   | —            | —        | —          | —             | (7,761)     | —             | (7,761)  |
| Balance, October 31, 1995  | 576,480      | 5,765    | (5,765)    | —             | (16,592)    | —             | (16,592) |
| Issuances of common stock as follows: - for par value at transfer of ownership | 2,000        | 20       | —          | —             | —           | —             | 20       |
| - for cash at an average of \$0.11 per share                                   | 1,320,859    | 13,209   | 133,150    | —             | —           | —             | 146,359  |
| - for services at an average of \$0.08 per share                               | 185,000      | 1,850    | 12,600     | —             | —           | —             | 14,450   |
| - for computer equipment at \$0.01 per share                                   | 150,000      | 1,500    | 13,500     | —             | —           | —             | 15,000   |
| - for mineral property at \$0.01 per share                                     | 900,000      | 9,000    | —          | —             | —           | —             | 9,000    |
| Net loss for the year ended October 31, 1996                                   | —            | —        | —          | —             | (40,670)    | —             | (40,670) |
| Balances, October 31, 1996   | 3,134,339    | 31,344   | 153,485    | —             | (57,262)    | —             | 127,567  |

|  |           |        |         |           |           |   |           |
|--|-----------|--------|---------|-----------|-----------|---|-----------|
| Issuances of common stock as follows: - for cash at an average of \$0.61 per share | 926,600   | 9,266  | 594,794 | —         | —         | — | 604,060   |
| - for services at an average of \$0.74 per share                                   | 291,300   | 2,913  | 159,545 | —         | —         | — | 162,458   |
| - for payment of a loan at \$0.32 per share  | 100,200   | 1,002  | 30,528  | —         | —         | — | 31,530    |
| Options issued as follows:   |           |        |         |           |           |   |           |
| - 300,000 options for cash   | —         | —      | 3,000   | —         | —         | — | 3,000     |
| Net loss for the year ended October 31, 1997                                       | —         | —      | —       | —         | (582,919) | — | (582,919) |
| Balances, October 31, 1997   | 4,452,439 | 44,525 | 941,352 | —         | (640,181) | — | 345,696   |
| Issuances of common stock as follows: - for cash at an average of \$1.00 per share | 843,500   | 8,435  | 832,010 | —         | —         | — | 840,445   |
| - for cash and receivables at \$1.00 per share                                     | 555,000   | 5,550  | 519,450 | (300,000) | —         | — | 225,000   |
| - for services at an average of \$0.53 per share                                   | 41,800    | 418    | 21,882  | —         | —         | — | 22,300    |
| - for mine data base at \$1.63 per share   | 200,000   | 2,000  | 323,000 | —         | —         | — | 325,000   |
| Options issued or granted as follows: -  |           |        |         |           |           |   |           |
| 1,200,000 options for cash   | —         | —      | 120,000 | —         | —         | — | 120,000   |
| - for financing fees   | —         | —      | 60,000  | —         | —         | — | 60,000    |
| - for consulting fees  | —         | —      | 117,000 | —         | —         | — | 117,000   |
| Warrants issued for services   | —         | —      | 488,980 | —         | (488,980) | — | —         |
| Net loss for the year ended October 31, 1998                                       | —         | —      | —       | —         | (906,036) | — | (906,036) |

|                              |           |           |              |              |                |      |              |
|------------------------------|-----------|-----------|--------------|--------------|----------------|------|--------------|
| Balance, October<br>31, 1998 | 6,092,739 | \$ 60,928 | \$ 3,423,674 | \$ (300,000) | \$ (2,035,197) | \$ — | \$ 1,149,405 |
|------------------------------|-----------|-----------|--------------|--------------|----------------|------|--------------|

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

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## SILVER BULL RESOURCES, INC.

(AN EXPLORATION STAGE COMPANY)

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (CONTINUED)

|   | Common Stock |           | Additional   | Stock         | Deficit        | Other         |               |
|---|--------------|-----------|--------------|---------------|----------------|---------------|---------------|
|   | Number of    | Amount    | Paid-in      | Subscriptions | Accumulated    | Comprehensive | Total         |
|   | Shares       |           | Capital      | Receivable    | During         | Income        |               |
|   |              |           |              |               | Exploration    | (Loss)        |               |
|   |              |           |              |               | Stage          |               |               |
| Balance, October 31, 1998                     | 6,092,739    | \$ 60,928 | \$ 3,423,674 | \$ (300,000)  | \$ (2,035,197) | \$            | —\$ 1,149,405 |
| Issuances of common stock as follows:         |              |           |              |               |                |               |               |
| - for cash at an average of \$1.04 per share  | 818,800      | 8,188     | 842,712      | —             | —              | —             | 850,900       |
| - for drilling fees at \$0.90 per share       | 55,556       | 556       | 49,444       | —             | —              | —             | 50,000        |
| Stock option and warrant activity as follows: |              |           |              |               |                |               |               |
| - exercise of options at \$0.90 per share     | 250,000      | 2,500     | 222,500      | —             | —              | —             | 225,000       |
| - issuance of options for financing fees      | —            | —         | 216,000      | —             | —              | —             | 216,000       |
| Stock subscription received                   | —            | —         | —            | 300,000       | —              | —             | 300,000       |
| Net loss for the year ended October 31, 1999  | —            | —         | —            | —             | (1,423,045)    | —             | (1,423,045)   |
| Balance, October 31, 1999                     | 7,217,095    | 72,172    | 4,754,330    | —             | (3,458,242)    | —             | 1,368,260     |
| Stock option and warrant activity as follows: |              |           |              |               |                |               |               |
| - Exercise of options at \$0.86 per share     | 950,000      | 9,500     | 802,750      | —             | —              | —             | 812,250       |
| - Warrants issued for services                | —            | —         | 55,000       | —             | —              | —             | 55,000        |
| Issuances of common stock as follows:         |              |           |              |               |                |               |               |
| - for cash at an average of \$2.77 per share  | 1,440,500    | 14,405    | 3,972,220    | —             | —              | —             | 3,986,625     |

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|  |            |         |            |   |             |   |             |
|--|------------|---------|------------|---|-------------|---|-------------|
| - for services at \$1.28 per share                   | 120,000    | 1,200   | 152,160    | — | —           | — | 153,360     |
| - for equipment at \$1.67 per share                  | 15,000     | 150     | 24,850     | — | —           | — | 25,000      |
| Net loss for the year ended October 31, 2000         | —          | —       | —          | — | (882,208)   | — | (882,208)   |
| Balances, October 31, 2000                           | 9,742,595  | 97,427  | 9,761,310  | — | (4,340,450) | — | 5,518,287   |
| Stock option and warrant activity as follows:        |            |         |            |   |             |   |             |
| - Warrants exercised at \$0.75 per share             | 20,000     | 200     | 14,800     | — | —           | — | 15,000      |
| - Options issued for consulting fees                 | —          | —       | 740,892    | — | —           | — | 740,892     |
| - Warrants issued for consulting fees                | —          | —       | 144,791    | — | —           | — | 144,791     |
| Issuances of common stock as follows:                |            |         |            |   |             |   |             |
| - for cash at \$2.00 per share                       | 250,000    | 2,500   | 497,500    | — | —           | — | 500,000     |
| - for cash of \$210 and services at \$2.07 per share | 21,000     | 210     | 43,260     | — | —           | — | 43,470      |
| - for cash of \$180 and services at \$2.05 per share | 18,000     | 180     | 36,720     | — | —           | — | 36,900      |
| - for services at \$2.45 per share                   | 6,000      | 60      | 14,640     | — | —           | — | 14,700      |
| - for services at \$1.50 per share                   | 12,000     | 120     | 17,880     | — | —           | — | 18,000      |
| Net loss for the year ended October 31, 2001         | —          | —       | —          | — | (2,069,390) | — | (2,069,390) |
| Balance, October 31, 2001                            | 10,069,595 | 100,697 | 11,271,793 | — | (6,409,840) | — | 4,962,650   |
| Issuances of common stock as follows:                |            |         |            |   |             |   |             |
| - for cash at \$2.00 per share                       | 50,000     | 500     | 99,500     | — | —           | — | 100,000     |
| - for cash and warrants at \$1.50 per share          | 96,000     | 960     | 143,040    | — | —           | — | 144,000     |
| - for cash and warrants at \$1.50 per share          | 66,667     | 667     | 99,333     | — | —           | — | 100,000     |
|  | 86,078     | 861     | 104,014    | — | —           | — | 104,875     |

- for compensation at an average of \$1.23 per share

Stock option activity as follows:

- for compensation at \$0.61 per share

|  |   |   |        |   |   |   |        |
|--|---|---|--------|---|---|---|--------|
|  | — | — | 61,000 | — | — | — | 61,000 |
|--|---|---|--------|---|---|---|--------|

Net loss for the year ended October 31, 2002

|  |   |   |   |   |           |   |           |
|--|---|---|---|---|-----------|---|-----------|
|  | — | — | — | — | (765,765) | — | (765,765) |
|--|---|---|---|---|-----------|---|-----------|

Balance, October 31, 2002

|            |            |               |    |                 |    |               |
|------------|------------|---------------|----|-----------------|----|---------------|
| 10,368,340 | \$ 103,685 | \$ 11,778,680 | \$ | —\$ (7,175,605) | \$ | —\$ 4,706,760 |
|------------|------------|---------------|----|-----------------|----|---------------|

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



SILVER BULL RESOURCES, INC.  
 (AN EXPLORATION STAGE COMPANY)  
 CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (CONTINUED)

|  | Common Stock |            | Additional    | Stock         | Deficit         | Other         |               |
|--|--------------|------------|---------------|---------------|-----------------|---------------|---------------|
|  | Number of    | Amount     | Paid-in       | Subscriptions | Accumulated     | Comprehensive | Total         |
|  | Shares       |            | Capital       | Receivable    | During          | Income        |               |
|  |              |            |               |               | Exploration     | (Loss)        |               |
|  |              |            |               |               | Stage           |               |               |
| Balance, October 31, 2002  | 10,368,340   | \$ 103,685 | \$ 11,778,680 | \$            | —\$ (7,175,605) | \$            | —\$ 4,706,760 |
| Issuances of common stock as follows:                            |              |            |               |               |                 |               |               |
| - for cash at \$2.00 per share                                   | 100,000      | 1,000      | 199,000       | —             | —               | —             | 200,000       |
| - for cash at an average of \$0.98 per share                     | 849,000      | 8,489      | 821,510       | —             | —               | —             | 829,999       |
| - for cash and warrants at \$1.50 per share                      | 7,000        | 70         | 10,430        | —             | —               | —             | 10,500        |
| - for compensation at an average of \$1.25 per share             | 391,332      | 3,913      | 487,275       | —             | —               | —             | 491,188       |
| - for services at an average of \$1.23 per share                 | 91,383       | 914        | 119,320       | —             | —               | —             | 120,234       |
| - for subscriptions receivable at \$1.00 per share               | 38,000       | 380        | 37,620        | (38,000)      | —               | —             | —             |
| Net loss for the year ended October 31, 2003                     | —            | —          | —             | —             | (1,107,228)     | —             | (1,107,228)   |
| Balance, October 31, 2003  | 11,845,055   | 118,451    | 13,453,835    | (38,000)      | (8,282,833)     | —             | 5,251,453     |
| Issuances of common stock as follows:                            |              |            |               |               |                 |               |               |
| - for cash at \$1.00 per share, less issuance costs of \$698,863 | 7,580,150    | 75,801     | 6,805,485     | —             | —               | —             | 6,881,286     |
| - for compensation at an average of \$1.26 per share             | 120,655      | 1,207      | 151,064       | —             | —               | —             | 152,271       |
|  | 141,286      | 1,413      | 153,801       | —             | —               | —             | 155,214       |

- for services at various  
prices

|   |            |            |               |        |                  |    |               |
|---|------------|------------|---------------|--------|------------------|----|---------------|
| Stock subscription received   | —          | —          | —             | 38,000 | —                | —  | 38,000        |
| Miscellaneous corrections and adjustments                           | 64,263     | 643        | (643)         | —      | —                | —  | —             |
| Net loss for the year ended October 31, 2004                        | —          | —          | —             | —      | (5,036,805)      | —  | (5,036,805)   |
| Balance, October 31, 2004   | 19,751,409 | 197,515    | 20,563,542    | —      | (13,319,638)     | —  | 7,441,419     |
| Issuances of common stock as follows:                               |            |            |               |        |                  |    |               |
| - for cash at an average of \$0.98 per share with attached warrants | 476,404    | 4,764      | 461,965       | —      | —                | —  | 466,729       |
| - for compensation at an average of \$1.00 per share                | 176,772    | 1,768      | 175,005       | —      | —                | —  | 176,773       |
| Net loss for the year ended October 31, 2005                        | —          | —          | —             | —      | (3,302,161)      | —  | (3,302,161)   |
| Balance, October 31, 2005   | 20,404,585 | \$ 204,047 | \$ 21,200,512 | \$     | —\$ (16,621,799) | \$ | —\$ 4,782,760 |

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

SILVER BULL RESOURCES, INC.  
(AN EXPLORATION STAGE COMPANY)  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (CONTINUED)

|  | Common Stock        |            | Additional         | Stock                      | Deficit<br>Accumulated<br>During | Other<br>Comprehensive<br>Income<br>(Loss) | Total      |
|--|---------------------|------------|--------------------|----------------------------|----------------------------------|--|------------|
|  | Number of<br>Shares | Amount     | Paid-in<br>Capital | Subscription<br>Receivable | Exploration<br>Stage             |  |            |
| Balance, October 31,<br>2005   | 20,404,585          | \$ 204,047 | \$ 21,200,512      | \$ —                       | —\$ (16,621,799)                 | \$ —                                       | 4,782,760  |
| Issuance of common stock as follows:   |                     |            |                    |                            |                                  |  |            |
| - for cash at an average price of \$.80 per share with attached warrants   | 13,374,833          | 133,748    | 11,077,879         | —                          | —                                | —  | 11,211,627 |
| - for services at an average price of \$.80 per share with attached warrants   | 73,650              | 736        | 58,213             | —                          | —                                | —  | 58,949     |
| - for compensation at an average price of \$.80 per share  | 248,593             | 2,486      | 154,389            | —                          | —                                | —  | 156,875    |
| - for adjustment of private placement selling price  | 81,251              | 812        | (812)              | —                          | —                                | —  | —          |
| Stock option and warrant activity as follows:  |                     |            |                    |                            |                                  |  |            |
| - stock based compensation for options issued to officers and independent directors at an average fair value of \$2.18 per share | —                   | —          | 4,360,000          | —                          | —                                | —  | 4,360,000  |
| - options & warrants for directors fees at an average fair value of \$2.17 per share   | —                   | —          | 1,665,705          | —                          | —                                | —  | 1,665,705  |
| - modification of options  | —                   | —          | 48,000             | —                          | —                                | —  | 48,000     |

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|   |            |            |               |    |                  |          |                |
|---|------------|------------|---------------|----|------------------|----------|----------------|
| - exercise of warrants at an average price of \$1.25 per share                        | 25,000     | 250        | 31,000        | —  | —                | —        | 31,250         |
| Net loss for the year ended October 31, 2006  | —          | —          | —             | —  | (11,193,037)     | —        | (11,193,037)   |
| Balance, October 31, 2006   | 34,207,912 | \$ 342,079 | \$ 38,594,886 | \$ | —\$ (27,814,836) | \$       | —\$ 11,122,129 |
| Issuance of common stock as follows:  |            |            |               |    |                  |          |                |
| - for cash at an average price of \$2.35 per share with attached warrants             | 2,413,571  | 24,136     | 5,647,757     | —  | —                | —        | 5,671,893      |
| - for services at an average price of \$4.31 per share                                | 49,120     | 491        | 211,069       | —  | —                | —        | 211,560        |
| - for directors fees at an average price of \$2.71 per share                          | 108,000    | 1,080      | 305,100       | —  | —                | —        | 306,180        |
| Stock option and warrant activity as follows:   |            |            |               |    |                  |          |                |
| - exercise of warrants at an average price of \$1.30 per share                        | 2,240,374  | 22,404     | 2,917,750     | —  | —                | —        | 2,940,154      |
| - warrants issued for financial services at an average fair value of \$1.82 per share | —          | —          | 1,094,950     | —  | —                | —        | 1,094,950      |
| - stock based compensation for options issued to officer and independent director     | —          | —          | 434,189       | —  | —                | —        | 434,189        |
| - for cashless exercise of options  | 126,000    | 1,260      | (1,260)       | —  | —                | —        | —              |
| - extension of warrant for services   | —          | —          | 68,999        | —  | —                | —        | 68,999         |
| Other   | —          | —          | —             | —  | —                | (86,642) | (86,642)       |
| Comprehensive Income – Foreign Currency translation                                   |            |            |               |    |                  |          |                |

adjustment

|  |            |            |               |    |                  |             |               |
|--|------------|------------|---------------|----|------------------|-------------|---------------|
| Net loss for the year ended October 31, 2007 | —          | —          | —             | —  | (6,931,557)      | —           | (6,931,557)   |
| Balance, October 31, 2007                    | 39,144,977 | \$ 391,450 | \$ 49,273,440 | \$ | —\$ (34,746,393) | \$ (86,642) | \$ 14,831,855 |

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

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SILVER BULL RESOURCES, INC.  
(AN EXPLORATION STAGE COMPANY)  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (CONTINUED)

|   | Common Stock        |            | Additional         | Stock                      | Deficit<br>Accumulated<br>During | Other<br>Comprehensive<br>Income<br>(Loss) | Total         |
|---|---------------------|------------|--------------------|----------------------------|----------------------------------|--|---------------|
|   | Number of<br>Shares | Amount     | Paid-in<br>Capital | Subscription<br>Receivable | Exploration<br>Stage             |  |               |
| Balance, October 31,<br>2007  | 39,144,977          | \$ 391,450 | \$ 49,273,440      | \$ —                       | \$(34,746,393)                   | \$ (86,642)                                | \$ 14,831,855 |
| Issuance of common stock as follows:  |                     |            |                    |                            |                                  |  |               |
| - for directors fees at an average price of \$1.69 per share  | 145,200             | 1,452      | 243,480            | —                          | —                                | —  | 244,932       |
| - for services at an average price of \$2.18 per share  | 38,000              | 380        | 82,460             | —                          | —                                | —  | 82,840        |
| Stock option and warrant activity as follows:   |                     |            |                    |                            |                                  |  |               |
| - exercise of warrants at an average price of \$1.25 per share  | 381,250             | 3,812      | 472,751            | —                          | —                                | —  | 476,563       |
| - warrants issued for financial services at an average fair value of \$.82 per share                    | —                   | —          | 81,838             | —                          | —                                | —  | 81,838        |
| - stock based compensation for options issued to officer and independent directors during prior periods | —                   | —          | 693,362            | —                          | —                                | —  | 693,362       |
| - stock based compensation for options issued to officers   | —                   | —          | 475,018            | —                          | —                                | —  | 475,018       |
| - stock based compensation for options issued to employees  | —                   | —          | 164,435            | —                          | —                                | —  | 164,435       |
| - stock based compensation for  | —                   | —          | 266,616            | —                          | —                                | —  | 266,616       |

|  |            |            |               |    |                 |              |              |  |
|--|------------|------------|---------------|----|-----------------|--------------|--------------|--|
| options issued to consultant   |            |            |               |    |                 |              |              |  |
| Other Comprehensive Income – Foreign Currency Translation Adjustment   | —          | —          | —             | —  | —               | 2,442,682    | 2,442,682    |  |
| Net loss for the year ended October 31, 2008   | —          | —          | —             | —  | (12,320,422)    | —            | (12,320,422) |  |
| Balance, October 31, 2008  | 39,709,427 | \$ 397,094 | \$ 51,753,400 | \$ | —\$(47,066,815) | \$ 2,356,040 | \$ 7,439,719 |  |
| Issuance of common stock as follows:   |            |            |               |    |                 |              |              |  |
| - for cash at an average price of \$0.25 per share with attached warrants  | 5,291,952  | 52,920     | 1,270,068     | —  | —               | —            | 1,322,988    |  |
| - for directors fees at an average price of \$0.36 per share   | 129,600    | 1,296      | 45,036        | —  | —               | —            | 46,332       |  |
| Stock option and warrant activity as follows:  |            |            |               |    |                 |              |              |  |
| - exercise of warrants at an average price of \$0.34 per share   | 3,703,450  | 37,034     | 1,212,346     | —  | —               | —            | 1,249,380    |  |
| - warrants issued for financial services at an average fair value of \$0.43 per share                                | —          | —          | 39,022        | —  | —               | —            | 39,022       |  |
| - extension of warrant for services  | —          | —          | 4,664         | —  | —               | —            | 4,664        |  |
| - stock based compensation for options issued to officers, employees, and independent directors during prior periods | —          | —          | 514,152       | —  | —               | —            | 514,152      |  |
| - stock based compensation for options issued to officers and independent directors                                  | —          | —          | 179,436       | —  | —               | —            | 179,436      |  |
|  | —          | —          | 126,090       | —  | (126,090)       | —            | —            |  |

Deemed dividend on  
exercise of warrants

Other Comprehensive  
Income – Foreign  
Currency Translation  
Adjustment

— — — — — 165,556 165,556

Net loss for the year  
ended October 31,  
2009

— — — — (4,724,110) — (4,724,110)

Balance, October 31,  
2009

48,834,429 \$ 488,344 \$ 55,144,214 \$ — \$(51,917,015) \$ 2,521,596 \$ 6,237,139

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

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SILVER BULL RESOURCES, INC.  
(AN EXPLORATION STAGE COMPANY)  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (CONTINUED)

|  | Common Stock<br>Number of<br>Shares | Common Stock<br>Amount | Additional<br>Paid-in<br>Capital | Stock<br>Subscription<br>Receivable | Deficit<br>Accumulated<br>During<br>Exploration<br>Stage | Other<br>Comprehensive<br>Income | Total        |
|--|-------------------------------------|------------------------|----------------------------------|-------------------------------------|--|----------------------------------|--------------|
| Balance, October<br>31, 2009   | 48,834,429                          | \$ 488,344             | \$ 55,144,214                    | \$ —                                | \$(51,917,015)   | \$ 2,521,596                     | \$ 6,237,139 |
| Issuance of<br>common stock as<br>follows:   |                                     |                        |                                  |                                     |  |                                  |              |
| - for cash at an<br>average price of<br>\$0.46 per share<br>with attached<br>warrant                                     | 6,700,000                           | 67,000                 | 3,043,000                        | —                                   | —  | —                                | 3,110,000    |
| - for special<br>warrant offering at<br>an average price of<br>\$0.46 per share less<br>offering costs of<br>\$1,048,484 | 28,009,594                          | 280,096                | 11,681,420                       | —                                   | —  | —                                | 11,961,516   |
| - for Dome merger<br>consideration at<br>\$1.26 per share<br>with attached<br>warrant                                    | 19,714,989                          | 197,150                | 24,643,736                       | —                                   | —  | —                                | 24,840,886   |
| - for directors fees<br>at an average price<br>of \$0.81 per share   | 118,800                             | 1,188                  | 94,644                           | —                                   | —  | —                                | 95,832       |
| Stock option and<br>warrant activity as<br>follows:  |                                     |                        |                                  |                                     |  |                                  |              |
| - warrants issued to<br>replace Dome<br>warrants as of<br>Merger Date  | —                                   | —                      | 1,895,252                        | —                                   | —  | —                                | 1,895,252    |
| - warrants issued at<br>an average price of<br>\$0.41 per share  | 2,308,281                           | 23,082                 | 930,512                          | —                                   | —  | —                                | 953,594      |
|  | 243,669                             | 2,437                  | (2,437)                          | —                                   | —  | —                                | —            |

|  |             |              |               |      |                |              |      |               |
|--|-------------|--------------|---------------|------|----------------|--------------|------|---------------|
| - for cashless exercise of options   |             |              |               |      |                |              |      |               |
| - stock based compensation for options issued to officers, employees, and independent directors during prior periods | —           | —            | 67,065        | —    | —              | —            | —    | 67,065        |
| - stock based compensation for options issued to officers and independent directors                                  | —           | —            | 860,934       | —    | —              | —            | —    | 860,934       |
| Other Comprehensive Income – Foreign Currency Translation Adjustment   | —           | —            | —             | —    | —              | (1,090,707)  | —    | (1,090,707)   |
| Net loss for the year ended October 31, 2010   | —           | —            | —             | —    | (9,405,490)    | —            | —    | (9,405,490)   |
| Balance, October 31, 2010  | 105,929,762 | \$ 1,059,297 | \$ 98,358,340 | \$ — | \$(61,322,505) | \$ 1,430,889 | \$ — | \$ 39,526,021 |
| Issuance of common stock as follows:   |             |              |               |      |                |              |      |               |
| - for cash at an average price of \$0.68 per share less offering costs of \$82,819                                   | 7,353,000   | 73,530       | 4,843,691     | —    | —              | —            | —    | 4,917,221     |
| Stock option and warrant activity as follows:  |             |              |               |      |                |              |      |               |
| - stock based compensation for options issued to officers, employees, consultants and directors                      | —           | —            | 1,129,421     | —    | —              | —            | —    | 1,129,421     |
| - exercise of warrants at an average price of \$0.50 per share   | 1,385,353   | 13,854       | 685,490       | —    | —              | —            | —    | 699,344       |

|  |             |              |                |    |                 |             |               |
|--|-------------|--------------|----------------|----|-----------------|-------------|---------------|
| - stock options exercised at an average price of \$0.51 per share    | 369,355     | 3,693        | 185,220        | —  | —               | —           | 188,913       |
| - for cashless exercise of options                                   | 72,687      | 727          | (727)          | —  | —               | —           | —             |
| Other Comprehensive Income – Foreign Currency Translation Adjustment | —           | —            | —              | —  | —               | (1,232,438) | (1,232,438)   |
| Net loss for the year ended October 31, 2011                         | —           | —            | —              | —  | (12,237,360)    | —           | (12,237,360)  |
| Balance, October 31, 2011  | 115,110,157 | \$ 1,151,101 | \$ 105,201,435 | \$ | —\$(73,559,865) | \$ 198,451  | \$ 32,991,122 |

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

SILVER BULL RESOURCES, INC.  
 (AN EXPLORATION STAGE COMPANY)  
 CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (CONTINUED)

|   | Common Stock |              | Additional     | Stock        | Deficit         | Other         |               |
|---|--------------|--------------|----------------|--------------|-----------------|---------------|---------------|
|   | Number of    | Amount       | Paid-in        | Subscription | Accumulated     | Comprehensive | Total         |
|   | Shares       |              | Capital        | Receivable   | During          | Income        |               |
|   |              |              |                |              | Exploration     |               |               |
|   |              |              |                |              | Stage           |               |               |
| Balance, October 31, 2011   | 115,110,157  | \$ 1,151,101 | \$ 105,201,435 | \$ —         | \$ (73,559,865) | \$ 198,451    | \$ 32,991,122 |
| Issuance of common stock as follows:  |              |              |                |              |                 |               |               |
| - for cash at an average price of \$0.50 per share less offering costs of \$304,244             | 20,755,000   | 207,550      | 9,865,706      | —            | —               | —             | 10,073,256    |
| - for cash at an average price of \$0.50 per share less offering costs of \$2,982               | 295,000      | 2,950        | 141,568        | —            | —               | —             | 144,518       |
| Stock option and warrant activity as follows:   |              |              |                |              |                 |               |               |
| - stock based compensation for options issued to officers, employees, consultants and directors | —            | —            | 991,110        | —            | —               | —             | 991,110       |
| Other Comprehensive Income – Foreign Currency Translation Adjustment                            | —            | —            | —              | —            | —               | (139,971)     | (139,971)     |
| Net loss for the year ended October 31, 2012  | —            | —            | —              | —            | (13,360,411)    | —             | (13,360,411)  |

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|  |             |              |                |      |                 |           |               |
|--|-------------|--------------|----------------|------|-----------------|-----------|---------------|
| Balance, October 31, 2012  | 136,160,157 | \$ 1,361,601 | \$ 116,199,819 | \$ — | \$ (86,920,276) | \$ 58,480 | \$ 30,699,624 |
| Issuance of common stock as follows:   |             |              |                |      |                 |           |               |
| - for cash at an average price of \$0.40 per share with attached warrants less offering costs of \$1,121,947 (Note 10) | 22,912,500  | 229,125      | 7,813,928      | —    | —               | —         | 8,043,053     |
| Stock option and warrant activity as follows:  |             |              |                |      |                 |           |               |
| - stock based compensation for options issued to officers, employees, consultants and directors                        | —           | —            | 576,358        | —    | —               | —         | 576,358       |
| - fair value of warrants issued to agents in connection with the offering (Notes 10 and 12)                            | —           | —            | 51,672         | —    | —               | —         | 51,672        |
| Other Comprehensive Income – Foreign Currency Translation Adjustment   | —           | —            | —              | —    | —               | 34,682    | 34,682        |
| Net loss for the year ended October 31, 2013   | —           | —            | —              | —    | (7,466,580 )    | —         | (7,466,580 )  |
| Balance, October 31, 2013  | 159,072,657 | \$ 1,590,726 | \$ 124,641,777 | \$ — | \$ (94,386,856) | \$ 93,162 | \$ 31,938,809 |

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

## NOTE 1 – ORGANIZATION, DESCRIPTION OF BUSINESS AND LIQUIDITY

Silver Bull Resources, Inc. (the “Company”) was incorporated in the State of Nevada on November 8, 1993 as the Cadgie Company for the purpose of acquiring and developing mineral properties. The Cadgie Company was a spin-off from its predecessor, Precious Metal Mines, Inc. On June 28, 1996, at a special directors meeting, the Company’s name was changed to Metalline Mining Company. On April 21, 2011, the Company’s name was changed to Silver Bull Resources, Inc. The Company’s fiscal year-end is October 31. The Company has not realized any revenues from its planned operations and is considered an Exploration Stage Company. The Company has not established any reserves with respect to its exploration projects and may never enter into the development with respect to any of its projects.

The Company engages in the business of mineral exploration. The Company currently owns or has the option to acquire a number of property concessions in Mexico (collectively known as the “Sierra Mojada Property”). The Company conducts its operations in Mexico through its wholly-owned subsidiary corporations, Minera Metalin S.A. de C.V. (“Minera”) and Contratistas de Sierra Mojada S.A. de C.V. (“Contratistas”) and through Minera’s wholly-owned subsidiary Minas de Coahuila SBR S.A. de C.V. (“Minas”).

On April 16, 2010, Metalline Mining Delaware, Inc., a wholly-owned subsidiary of the Company, was merged with and into Dome Ventures Corporation (“Dome”). As a result, Dome became a wholly-owned subsidiary of the Company. Dome’s subsidiaries include its wholly-owned subsidiaries Dome Asia Inc. and Dome International Global Inc., which are incorporated in the British Virgin Islands. Dome International Global Inc.’s subsidiaries include its wholly-owned subsidiaries incorporated in Gabon, Dome Ventures SARL Gabon and African Resources SARL Gabon, as well as its 99.99%-owned subsidiary, Dome Minerals Nigeria Limited incorporated in Nigeria. The Company conducts its exploration activities in Gabon, Africa through Dome Ventures SARL Gabon and African Resources SARL Gabon.

The Company’s efforts have been concentrated in expenditures related to exploration properties, principally in the Sierra Mojada Property located in Coahuila, Mexico. The Company has not determined whether the exploration properties contain ore reserves that are economically recoverable. The ultimate realization of the Company’s investment in exploration properties is dependent upon the success of future property sales, the existence of economically recoverable reserves, the ability of the Company to obtain financing or make other arrangements for exploration, development, and future profitable production activities. The ultimate realization of the Company’s investment in exploration properties cannot be determined at this time. Accordingly, no provision for any asset impairment that may result, in the event the Company is not successful in developing or selling these properties, has been made in the accompanying condensed consolidated financial statements, except as disclosed in Note 5.

### Liquidity, Financial Commitments and Management’s Plans

Since its inception in November 1993, the Company has not generated revenue and has incurred a net loss of \$94,260,766 from inception through October 31, 2013. Accordingly, the Company has not generated cash flow from operations and since inception the Company has relied primarily upon proceeds from private placements and registered direct offerings of the Company’s equity securities and warrant exercises as the primary sources of financing to fund the Company’s operations. As of October 31, 2013, the Company had working capital of \$4,718,183 and cash and cash equivalents of \$5,251,003. Management will continue to evaluate the Company’s ability to raise additional capital and if we determine that additional capital is unavailable or available on terms that the Company determines is unacceptable then the Company will reduce exploration expenditures on the Company’s property concessions and reduce general and administrative expenditures.

## NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist in understanding the consolidated financial statements. The consolidated financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity.

#### Basis of Presentation

The Company's consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and prepared using the accrual method of accounting.

#### Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, after elimination of intercompany accounts and transactions. The wholly owned subsidiaries of the Company are listed in Note 1.

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### Use of Estimates

The preparation of these consolidated financial statements in conformity with GAAP requires management to make estimates based on assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the consolidated financial statements. Actual results could differ from those estimates. Estimates and assumptions are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and assumptions are accounted for prospectively.

Significant areas involving the use of estimates include determining the allowance for uncollectible taxes, evaluating recoverability of property concessions, evaluating impairment of long-lived assets, evaluating impairment of goodwill, establishing a valuation allowance on future use of deferred tax assets and calculating stock-based compensation.

### Revenue Recognition

The Company recognizes revenue when the title and risks and rewards of ownership pass to the buyer, the selling price is fixed and determinable, persuasive evidence of an arrangement exists and collection of the sale proceeds is considered probable. As of October 31, 2013, the Company has not recognized any revenues.

### Cash and Cash Equivalents

Cash and cash equivalents include all highly-liquid investments with an original maturity of three months or less at the date of purchase.

### Property Concessions

Property concessions acquisition costs are capitalized when incurred and will be amortized using the units of production method following the commencement of production. If a property concession is subsequently abandoned or impaired, any capitalized costs will be expensed in the period of abandonment or impairment. To date, no property concession have reached the production stage.

Acquisition costs include cash consideration and the fair market value of shares issued on the acquisition of property concessions.

### Exploration Costs

Exploration costs incurred are expensed to the date of establishing that costs incurred are economically recoverable. Exploration expenditures incurred subsequent to the establishment of economic recoverability are capitalized and included in the carrying amount of the related property. To date, the Company has not established the economic recoverability of its exploration prospects; therefore, all exploration costs are being expensed.

### Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation and impairment losses. Assets under construction are depreciated when they are substantially complete and available for their intended use, over their estimated useful lives. Repairs and maintenance of property and equipment are expensed as incurred. Costs incurred to enhance the service potential of property and equipment are capitalized and depreciated over the remaining useful life of the improved asset. Property and equipment are depreciated using the straight-line, over the estimated useful lives of the related assets as follows:



- Mining equipment – 5 to 10 years
  - Vehicles – 4 years
- Building and structures – 40 years
- Computer equipment and software – 3 years
  - Well equipment – 10 to 40 years
  - Office equipment – 3 to 10 years

#### Impairment of Long-Lived Assets

Management reviews and evaluates its long-lived assets for impairment when events and changes in circumstances indicate that the related carrying amounts of its assets may not be recoverable. Impairment is considered to exist if the future cash flows on an undiscounted basis are less than the carrying amount of the long-lived asset. An impairment loss is measured and recorded based on the difference between book value and fair value of the asset group, as determined through the application of a present value technique using expected future cash flows to estimate fair value in the absence of a market price. In estimating future cash flows, assets are grouped at the lowest level for which there is identifiable cash flows that are largely independent of cash flows from other asset groups.

## Goodwill

Goodwill is the purchase premium after adjusting for the fair value of net assets acquired. Goodwill is not amortized but is reviewed for potential impairment on an annual basis, or when events or circumstances indicate a potential impairment, at the reporting unit level. The Company performs its annual goodwill impairment tests at April 30th of each fiscal year.

In performing the goodwill impairment tests the Company has elected to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the Company determines that this is the case, the Company is required to perform the currently prescribed two-step goodwill impairment test to identify potential goodwill impairment and measure the amount of goodwill impairment loss to be recognized for that reporting unit (if any). If the Company determines that the fair value of a reporting unit is not less than its carrying amount, the two-step goodwill impairment test is not required.

## Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are determined based on temporary differences between the tax basis and accounting basis of the assets and liabilities measured using tax rates enacted at the balance sheet date. The Company recognizes the tax benefit from uncertain tax positions only if it is at least “more likely than not” that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement with the taxing authorities. This accounting standard also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods and disclosure.

A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the “more likely than not” standard imposed by this guidance to allow recognition of such an asset. Management recorded a full valuation allowance at October 31, 2013 and October 31, 2012 against the deferred tax assets as it deems future realization would not meet the criteria “more likely than not”.

## Stock-Based Compensation and Warrants

The Company uses the Black-Scholes pricing model as a method for determining the estimated fair value for all stock options awarded to employees, officers, directors and consultants. The expected term of the options is based upon evaluation of historical and expected future exercise behavior. The risk-free interest rate is based upon U.S. Treasury rates at the date of grant with maturity dates approximately equal to the expected life of the grant. Volatility is determined upon historical volatility of the Company’s stock and adjusted if future volatility is expected to vary from historical experience. The dividend yield is assumed to be none as we have not paid dividends nor do we anticipate paying any dividends in the foreseeable future. The Company uses the graded vesting attribution method to recognize compensation costs over the requisite service period.

The Company also used the Black-Scholes valuation model to determine the fair market value of warrants. Expected volatility is based upon weighted average of historical volatility over the contractual term of the warrant and implied volatility. The risk-free interest rate is based upon implied yield on a U.S. Treasury zero-coupon issue with a remaining term equal to the contractual term of the warrants. The dividend yield is assumed to be none as the Company has not paid dividends nor does not anticipate paying any dividends in the foreseeable future.

## Loss Per Share

Basic loss per share includes no dilution and is computed by dividing net loss available to common shareholders by the weighted average common shares outstanding for the period. Diluted loss per share reflects the potential dilution of securities that could share in the earnings of an entity similar to fully diluted loss per share. Although there were stock options and warrants in the aggregate of 21,848,977 shares, 7,620,002 shares and 6,355,864 shares outstanding at October 31, 2013, 2012 and 2011, respectively, they were not included in the calculation of loss per share because they would have been considered anti-dilutive.

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### Foreign Currency Translation

During the year ended October 31, 2013, the functional currency of Silver Bull Resources, Inc. and its subsidiaries is the U.S. dollar except for the Gabonese subsidiaries whose functional currency is the Central African Franc (“SCFA”).

As at November 1, 2011, the Company determined that the functional currency of the Company’s Mexican subsidiaries changed from the Mexican peso (“\$MXN”) to the U.S. dollar. During the year ended October 31, 2013 and October 31, 2012 the Company’s Mexican foreign operations monetary assets and liabilities were translated into U.S. dollars at the period-end exchange rate and non-monetary assets and liabilities were translated using the historical exchange rate. The Company’s Mexican foreign operations revenue and expenses were translated at the average exchange rate during the period except for depreciation of office and mining equipment and impairment of property concessions which are translated using the historical exchange rate. Foreign currency translation gains and losses of the Company’s foreign Mexican operations occurring after November 1, 2011 are included in the consolidated statement of operations.

During the year ended October 31, 2011 assets and liabilities of the Company’s Mexican and Gabonese operations were translated into U.S. dollars at the period-end exchange rate, and revenue and expenses were translated at the average exchange rate during the period. Exchange differences arising on translation were disclosed as a separate component of stockholders’ equity. Realized gains and losses from foreign currency transactions were reflected in the results of operations. Intercompany transactions and balances with the Company’s Mexican and Gabonese subsidiaries were considered to be planned or anticipated to settle in the foreseeable future except for \$13.4 million of intercompany loans which the Company agreed to convert to equity. All foreign currency transaction gains and losses on intercompany loans which were considered to be planned or anticipated to settle in the foreseeable future were included in the consolidated statement of operations.

During the year ended October 31, 2013 and October 31, 2012 the Company’s Gabonese foreign operations were translated into U.S. dollars consistent with the year-ended October 31, 2011.

### Accounting for Loss Contingencies and Legal Costs

From time to time, the Company is named as a defendant in legal actions arising from our normal business activities. The Company records an accrual for the estimated loss from a loss contingency when information available prior to issuance of our financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of the loss can be reasonably estimated. Disclosure of a loss contingency is made by the Company if there is at least a reasonable possibility that a loss has been incurred, and either an accrual has not been made or an exposure to loss exists in excess of the amount accrued. In cases where only disclosure of the loss contingency is required, either the estimated loss or a range of estimated loss is disclosed or it is stated that an estimate cannot be made. Legal costs incurred in connection with loss contingencies are considered period costs and accordingly are expensed in the period services are provided.

### Recent Accounting Pronouncements Adopted in the Year

Effective November 1, 2012, the Company adopted Accounting Standards Update (“ASU”) 2011-04 “Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.” This update amended explanations of how to measure fair value to result in common fair value measurement and disclosure requirements in GAAP and International Financial Reporting Standards. The adoption of this standard had no material effect on the Company's financial position, results of operations or cash flows.

Effective November 1, 2012, the Company adopted ASU 2011-05 , “Presentation of Comprehensive Income,” to provide an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in

two separate but consecutive statements. The Company chose to use the single continuous statement approach and the update had no effect on the Company's financial position, results of operations or cash flows.

Effective November 1, 2012 the Company adopted ASU 2011-08 "Intangibles – Goodwill and Other". This new guidance on testing goodwill provides an entity the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an entity determines that this is the case, it is required to perform the currently prescribed two-step goodwill impairment test to identify potential goodwill impairment and measure the amount of goodwill impairment loss to be recognized for that reporting unit (if any). If an entity determines that the fair value of a reporting unit is not less than its carrying amount, the two-step goodwill impairment test is not required. The adoption of this guidance had no material effect on the Company's financial position, results of operations or cash flows.

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## Recent Accounting Pronouncements Not Yet Adopted

In December 2011, the Financial Accounting Standards Board (“FASB”) issued ASU 2011-11, “Balance Sheet (Topic 201): Disclosures about Offsetting Assets and Liabilities.” This ASU adds certain additional disclosure requirements about financial instruments and derivative instruments that are subject to netting arrangements. ASU 2011-11 is effective for fiscal years, and interim periods within those years, beginning after January 1, 2013, with retrospective application required. The Company does not believe the adoption of this update will have a material impact on the disclosure requirements for the Company’s consolidated financial statements.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force) and the SEC did not or are not believed to have a material impact on the Company's present or future consolidated financial statements.

## NOTE 3 – VALUE-ADDED TAX RECEIVABLE

Value-added tax (“VAT”) receivable relates to VAT paid in Mexico and Gabon. As a result of VAT collections in Mexico and Gabon during the twelve months ended October 31, 2013, the Company estimates net VAT of \$338,275 will be received within twelve months of the balance sheet date.

During the twelve months ended October 31, 2013, the Company has received \$599,238 and \$497,608, inclusive of interest related to VAT tax returns, in Mexico and Gabon, respectively. The allowance for uncollectible VAT taxes was estimated by management based upon a number of factors including the length of time the returns have been outstanding, responses received from tax authorities, general economic conditions in Mexico and Gabon and estimated net recovery after commissions. During the twelve months ended October 31, 2013, a provision of uncollectible VAT of \$5,167 has been recorded.

A summary of the changes in the allowance for uncollectible taxes for the years ended October 31, 2013 and October 31, 2012 is as follows:

|  |             |
|--|-------------|
| Allowance for uncollectible VAT taxes – October 31, 2011 | \$1,380,818 |
| Recovery of uncollectible VAT Taxes                      | (875,491 )  |
| Write-off VAT receivable                                 | (256,882 )  |
| Foreign currency translation adjustment                  | (44,610 )   |
| Allowance for uncollectible VAT taxes – October 31, 2012 | 203,835     |
| Provision for uncollectible VAT Taxes                    | 5,167       |
| Write-off VAT receivable                                 | (74,558 )   |
| Foreign currency translation adjustment                  | (6,887 )    |
| Allowance for uncollectible taxes – October 31, 2013     | \$127,557   |

## NOTE 4 – OFFICE AND MINING EQUIPMENT

The following is a summary of the Company's property and equipment at October 31, 2013 and October 31, 2012, respectively:

|             |             |
|-------------|-------------|
| October 31, | October 31, |
| 2013        | 2012        |

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|                                 |    |            |    |            |
|---------------------------------|----|------------|----|------------|
| Mining equipment                | \$ | 646,761    | \$ | 799,724    |
| Vehicles                        |    | 135,669    |    | 215,618    |
| Buildings and structures        |    | 191,966    |    | 197,723    |
| Computer equipment and software |    | 89,566     |    | 141,978    |
| Well equipment                  |    | 39,637     |    | 39,637     |
| Office equipment                |    | 53,900     |    | 53,900     |
|                                 |    | 1,157,499  |    | 1,448,580  |
| Less: Accumulated depreciation  |    | (648,748 ) |    | (739,258 ) |
|                                 | \$ | 508,751    | \$ | 709,322    |

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## NOTE 5 – PROPERTY CONCESSIONS

The following is a summary of the Company’s property concessions in Mexico and Gabon as at October 31, 2013 and 2012, respectively:

|   | Sierra<br>Mojada,<br>Mexico | Ndjole,<br>Gabon | Mitzic,<br>Gabon | Mevang,<br>Gabon | Ogooue,<br>Gabon | Total        |
|---|-----------------------------|------------------|------------------|------------------|------------------|--------------|
| Property Concessions –<br>November 1, 2011  | \$ 4,846,687                | \$ 2,578,192     | \$ 958,801       | \$ 306,376       | \$ 656,779       | \$ 9,346,835 |
| Acquisitions                                | 1,547,736                   | —                | —                | —                | —                | 1,547,736    |
| Impairment                                  | (68,284 )                   | (490,000 )       | (590,000 )       | (286,710 )       | (570,671 )       | (2,005,665)  |
| Foreign currency<br>translation adjustment  | —                           | (190,299 )       | (66,171 )        | (19,666 )        | (86,108 )        | (362,244 )   |
| Property Concessions –<br>October 31, 2012  | \$ 6,326,139                | \$ 1,897,893     | \$ 302,630       | \$ —             | \$ —             | \$ 8,526,662 |
| Acquisitions                                | 807,732                     | —                | —                | —                | —                | 807,732      |
| Impairment                                  | (714,038 )                  | (556,935 )       | —                | —                | —                | (1,270,973)  |
| Foreign currency<br>translation adjustments | —                           | 133,912          | 19,511           | —                | —                | 153,423      |
| Property Concessions –<br>October 31, 2013  | \$ 6,419,833                | \$ 1,474,870     | \$ 322,141       | \$ —             | \$ —             | \$ 8,216,844 |

## Sierra Mojada, Mexico

During the year ended October 31, 2013, the Company decided not to pursue further work on certain concessions in Sierra Mojada, Mexico. As a result, the Company has written off the capitalized property concession balance related to these concessions of \$714,038.

During the year ended October 31, 2012, the Company decided not to pursue further work on certain concessions in Sierra Mojada, Mexico. As a result, the Company has written off the capitalized property concession balance related to these concessions of \$68,284.

## Gabon, Africa

During the year ended October 31, 2013, the Company determined that the Ndjole license was impaired as its carrying amounts were not recoverable from its implied fair value based on the binding letter of agreement with a third party described in Note 18. This impairment resulted in the Company writing off a portion of the capitalized property concession balance of \$556,935 related to the Ndjole license.

During the year ended October 31, 2012, the Company and AngloGold Ashanti Limited (“AngloGold”) decided not to pursue further work on the Mevang and Ogooue concessions. As a result, the Company has written off the capitalized property concession balance related to these concessions of \$286,710 for Mevang and \$570,671 for Ogooue.

During the year ended October 31, 2012, the Company determined that the Mitzic and Ndjole licenses were impaired as their carrying amounts were not recoverable from their related estimated future undiscounted cash flows. The fair value of the licenses was determined using a discounted cash flow model, incorporating unobservable inputs such as anticipated cash inflows and cash outflows, a risk adjusted discount rate, and other factors. This impairment resulted in the Company writing off a portion of the capitalized property concession balance of \$590,000 and \$490,000 related



to the Mitzic and Ndjole licenses respectively.

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## NOTE 6 – GOODWILL

Goodwill represents the excess, at the date of acquisition, of the purchase price of the business acquired over the fair value of the net tangible and intangible assets acquired. As at April 30, 2013, the Company elected to perform a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount. Based on this assessment management determined it is not more likely than not that the fair value of the reporting unit is less than its carrying amount.

The following is a summary of the Company's goodwill balance as at October 31, 2013 and 2012, respectively:

|                             |               |
|-----------------------------|---------------|
| Goodwill – October 31, 2011 | \$ 18,495,031 |
| Goodwill – October 31, 2012 | \$ 18,495,031 |
| Goodwill – October 31, 2013 | \$ 18,495,031 |

## NOTE 7 – PAYABLE TO ANGLOGOLD

Pursuant to the terms of two joint venture agreements between the Company and AngloGold which were terminated effective August 16, 2012, exploration costs were funded 100% by AngloGold through the Company's wholly owned subsidiary, Dome Gabon SARL. As at October 31, 2012, the Company had \$477,481 (\$CFA 241,738,722) of VAT receivable outstanding related to expenditures incurred by AngloGold, which was included in the payable to AngloGold of \$490,095 recorded at October 31, 2012. Based on the Company's current legal interpretation of the joint venture agreements, the Company has concluded that AngloGold has no right to the VAT receivable and related cash collected, because AngloGold abandoned all of its rights and benefits under the joint venture agreements upon AngloGold's termination of such agreements. Therefore, the Company has not recorded a payable to AngloGold at October 31, 2013 and recorded miscellaneous income of \$491,522 during the year ended October 31, 2013 related to this legal interpretation.

## NOTE 8 - RELATED PARTY TRANSACTIONS

The Company had an arrangement with Rand Edgar Investment Corp., a company owned by Brian Edgar, the Company's Chairman, whereby the Company paid approximately \$10,000 per month for general corporate development, rent and administrative services for an office in Vancouver, British Columbia. This arrangement ended on March 31, 2012. During the year ended October 31, 2013, October 31, 2012 and October 31, 2011, the Company paid \$nil, \$54,000 and \$125,939 respectively to Rand Edgar Investment Corp. for general corporate development, rent and administrative services which is included in the office and administrative line of the consolidated statement of operations and comprehensive loss.

## NOTE 9 – SHAREHOLDER RIGHTS PLAN

On June 11, 2007, the Board of Directors adopted a Shareholders' Right Plan through the adoption of a Rights Agreement, which became effective immediately. In connection with the adoption of the Rights Agreement, the Board of Directors declared a distribution of one Right for each outstanding share of the Company's common stock, payable to shareholders of record at the close of business on June 22, 2007. In accordance with the Rights Plan, one Right is attached to each share of Company common stock issued since that date. Each Right is attached to the underlying common share and will remain with the common share if the share is sold or transferred. As of October 31, 2013, there are 159,072,657 shares outstanding with Rights attached.

In certain circumstances, in the event that any person acquires beneficial ownership of 20% or more of the outstanding shares of the Company's common stock, each holder of a Right, other than the acquirer, would be entitled to receive, upon payment of the purchase price, which is initially set at \$20 per Right, a number of shares of the Company's common stock having a value equal to two times such purchase price. The Rights will expire on June 11, 2017.

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## NOTE 10 - COMMON STOCK

On February 14, 2013, the Company closed a public offering (the "Offering") for the sale of 22,912,500 units at a price of \$0.40 per unit for gross proceeds of \$9,165,000. Each unit was comprised of one share of common stock of the Company and one-half of one common stock purchase warrant, with each whole warrant exercisable to purchase one share of common stock, at an exercise price of \$0.55, for a period of 18 months from the closing of the Offering. The Company paid the agents on the Offering a cash commission equal to 6.0% of the gross proceeds, except for \$2.5 million in units sold to purchasers arranged by the Company for which the agents received a 3.0% cash commission. In addition, the agents received 1,187,250 compensation warrants with the same terms as the other warrants issued in the Offering. The total cash commission paid to the agents was \$474,900, the fair value of the agents' compensation warrants was determined to be \$51,672 (Note 12), and the Company incurred other offering costs of \$595,375.

On December 13, 2011, the Company closed a registered direct offering for the sale of 295,000 shares of common stock at a price of \$0.50 per share for gross proceeds of \$147,500. The Company incurred offering costs of \$2,982 related to this offering.

On December 12, 2011, the Company closed a registered direct offering for the sale of 20,755,000 shares of common stock at a price of \$0.50 per share for gross proceeds of \$10,377,500. The Company paid a 6% finder's fee totaling \$94,500 to a Canadian finder with respect to certain non-U.S. purchasers who were introduced by them. The Company incurred other offering costs of \$209,744 related to this offering.

During the year ended October 31, 2011, the Company completed a private placement of 7,353,000 shares of common stock at \$0.68 per share. Net proceeds from the private placement were \$4,917,221. The Company also issued 1,385,353 shares of common stock upon the exercise of warrants at an average cash consideration of \$0.50 per share. Options to acquire 369,355 shares of common stock were also exercised at an average exercise price of \$0.51 per share. In addition, options to acquire 400,261 shares of common stock were exercised by way of a cashless exercise whereby the recipients elected to receive 72,687 shares without payment of the cash exercise price and the remaining options for 327,574 shares were cancelled.

In August 2010, the Company completed a private placement of 200,000 units at a price of \$0.60 per unit, with each unit consisting of one share of restricted common stock and one stock purchase warrant. Each warrant entitled the holder to purchase one share of common stock. Each whole warrant was exercisable at \$0.70 per share and had a term of one year. Net proceeds from this placement were \$120,000.

On April 16, 2010, the Company completed a merger with Dome and issued a total of 47,724,583 shares of common stock for all the issued and outstanding shares of Dome. Based upon the closing exchange ratio of 0.968818 shares of Silver Bull common shares for each single share of Dome common stock, the Company determined that 28,009,594 common shares of Silver Bull were issued pursuant to the special warrant offering and 19,714,989 common shares of Silver Bull were issued for merger consideration. After deducting offering costs of \$1,048,484, the total net proceeds from the special warrant offering were \$11,961,516.

Pursuant to ASC 805-10, the 19,714,989 shares issued for merger consideration were measured at \$1.26, the closing market price of the Company's common stock on April 16, 2010.

On January 10, 2010, Dome raised \$13,010,000 through a private placement of special warrants. The private placement was completed through a syndicate of Canadian investment dealers and each special warrant automatically converted into one share of Dome common stock immediately prior to the closing of the merger with Dome. The funds were held in escrow pending the closing.

On December 22, 2009, the Company closed a private placement of 6,500,000 units, at a price of \$0.46 per unit, with each unit consisting of one share of common stock of the Company and one common stock purchase warrant of the Company, two of which warrants entitled the holder to purchase one share of common stock. As a result of the closing of the merger with Dome on April 16, 2010, the warrants issued as part of this private placement were terminated in accordance with their terms. Total proceeds from this private placement were \$2,990,000.

During year ended October 31, 2010, the Company issued 2,308,281 shares of common stock upon the exercise of warrants at an average cash consideration of \$0.41 per share and issued 118,800 shares of common stock at an average market price of \$0.81 per share to its independent directors for services provided. In addition, during the fiscal year ended October 31, 2010, options to acquire 448,938 shares of common stock were exercised by way of a cashless exercise whereby the recipients elected to receive 243,669 shares without payment of the exercised price and the remaining options for 205,262 shares were cancelled.

During the year ended October 31, 2009, the Company completed a private placement of 5,291,952 units at \$0.25 per unit. Each unit consisted of one share of restricted common stock and one half of a warrant. Each whole warrant was exercisable at \$0.50 per share and had a term of 3 years. Net proceeds from these placements were \$1,322,988. Also during 2009, the Company issued 3,703,450 shares of common stock for warrants exercised at an average cash consideration of \$0.34 per share and issued 129,600 shares of common stock at an average market price of \$0.36 per share to its independent directors for services provided.

During the year ended October 31, 2008, the Company issued 381,250 shares of common stock for warrants exercised at an average cash consideration of \$1.25 per share. In addition, the Company granted 38,000 shares to employees at an average market price of \$2.18. The Company also issued 145,200 shares of common stock at an average market price of \$1.69 per share to its independent directors for certain services provided during the year ended October 31, 2007 and for services provided in the year ended October 31, 2008. The Company had accrued \$68,460 as of October 31, 2007 for costs associated with director shares for the year ended October 31, 2007.

During the year ended October 31, 2007, the Company completed a private placement of 2,413,571 shares of the Company's common stock and warrants to purchase 1,206,785 shares of common stock exercisable at \$2.42 per share for four years, at a price of \$4.70 per unit, which consists of two shares of common stock and one warrant. Net proceeds from this private placement were \$5,671,893. In addition, the Company issued 2,240,374 shares of common stock for warrants exercised at an average cash consideration of \$1.30 per share and issued 49,120 shares to outside consultants for services provided at an average price of \$4.31 per share. Also during 2007, the Company issued 108,000 shares of common stock at an average price of \$2.84 per share to its independent directors for services provided and issued 126,000 shares of common stock in a cashless exercise of options.

During the year ended October 31, 2006, the Company issued 13,456,084 shares of common stock for cash consideration at an average of \$0.83 per share and 73,650 shares valued at \$0.80 per share for services received. Included with each share purchased was a warrant to purchase one share of the Company's common stock at an exercise price of \$1.25 per share with an exercise period of 5 years. In addition, warrants were exercised for 25,000 shares of common stock for cash consideration at an average of \$1.25 per share. In addition, 248,593 shares of common stock were issued to employees of the Company for prior compensation at an average value of \$0.63 per share during the year ended October 31, 2006.

During the year ended October 31, 2005, the Company issued 476,404 shares of common stock for cash consideration at an average of \$0.98 per share. In addition, 176,772 shares of common stock were issued to officers and employees of the Company at an average of \$1.00 per share in payment of accrued wages. On September 28, 2005 the Company authorized the issuance of 7,500,000 shares of common stock at a price of \$0.80 per share, to include with each share purchased a warrant to purchase one share of the Company's common stock at an exercise price of \$1.25 per share and with an exercise period of 5 years. Accordingly, options to purchase 476,404 shares of common stock were issued during the year ended October 31, 2005.

During the year ended October 31, 2004, the Company issued 7,580,150 shares of common stock for cash consideration at \$1.00 per share less issuance costs of \$698,863. Officers of the Company were issued 120,655 shares at an average of \$1.26 per share in payment of accrued wages. The Company also issued 141,286 shares in exchange for services received.

During the year ended October 31, 2003, the Company sold 7,000 common stock units with an ascribed cash value of \$10,500. The Company also sold 849,000 shares at an average price of \$0.98 per share. The Company also issued 100,000 shares of common stock under the Penoles agreement for cash, at \$2.00 per share. Additionally, 373,925 shares of common stock valued at \$468,771 were issued as compensation to officers.

During the year ended October 31, 2002, the Company sold 162,667 common stock units with attached warrants for cash of \$244,000. The Company also issued 50,000 shares of common stock under the Penoles agreement for cash at \$2.00 a share. Additionally, 86,078 shares of common stock valued at \$104,875 were issued as compensation to officers. On May 20, 2002, the Company authorized the offering of 1,000,000 common stock units, with each unit consisting of one share of common stock and one warrant equal to 1/3 of a share of common stock.

During the year ended October 31, 2001, the Company issued 20,000 shares of common stock with attached warrants for cash of \$15,000. Additionally, 57,000 shares of common stock were issued for services valued at \$112,680 and for cash of \$390, and 250,000 shares of common stock with 125,000 warrants attached were issued for \$500,000 in cash.

During the year ended October 31, 2000, the Company sold 1,440,500 shares of its common stock for \$3,986,625 cash, issued 120,000 shares of common stock for services valued at \$153,360, issued 15,000 shares of common stock for equipment valued at \$25,000 and issued 950,000 shares of common stock for options exercised at \$0.86 per share.

During the year ended October 31, 1999, the Company sold 1,068,800 shares of common stock for \$1,075,900 cash. In addition the Company received \$300,000 for payment of subscriptions receivable. The Company also issued 55,556 shares for payment of drilling expenses valued at \$50,000.

In February 1998, 200,000 shares of common stock were issued for a mine database. The shares were valued at \$1.625 per share, resulting in a transaction valued at \$325,000. Services valued at \$22,300 were paid with 41,800 shares of common stock. An additional 1,398,500 shares of common stock were issued for \$1,065,445 cash and receivables, and a subscription receivable of \$300,000, between February and October 1998.

In April 1997, 250,000 common stock shares were issued for cash of \$87,500 and 133,800 shares of common stock were issued for services valued at \$45,583. In May and June 1997, 181,600 shares of common stock were issued for \$63,560 cash and 62,500 shares of common stock were issued for services valued at \$21,875. In August and October 1997, 420,000 and 75,000 shares of common stock were issued for cash of \$378,000 and \$75,000, respectively. Additionally, during August 1997, 100,200 shares of common stock were issued for debt of \$31,530 and 95,000 shares of common stock were issued for services valued at \$95,000.

During November 1995, the Company's directors approved the issuance of 45,000 shares of common stock for services rendered at \$0.01 per share. During June 1996, the Company issued 900,000 shares of common stock for the assignment of mineral rights in the Sierra Mojada Project in Coahuila, Mexico valued at \$0.01 per share to Messrs. John Ryan, Merlin Bingham, and Daniel Gorski, who had formed a partnership to advance exploration of the mining concession located in Coahuila, Mexico. The partnership had an informal joint venture agreement with USMX, Inc. covering the mining concessions. By acquiring the partnership interest, the Company was able to negotiate and sign a formal joint venture agreement with USMX in July 1996.

During the year ended October 31, 1996, the Company issued 1,320,859 shares of common stock for \$146,359 in cash. During October 1996, the Company issued 150,000 shares of common stock for computer equipment valued at \$15,000. Also during October 1996, the Company issued 120,000 shares of common stock to Mr. Gorski and an additional 20,000 shares of common stock to Mr. Ryan for services rendered valued at \$14,000.

In January 1996, Mr. Carmen Ridland, in a private sale, sold a controlling interest in the corporation to Mr. Howard Crosby. On January 12, 1996, Mr. Ridland transferred control of Cadgie Co. to Mr. Crosby and Mr. Robert Jorgensen.

On August 4, 1995 the directors of Cadgie Co. declared a 3:1 forward stock split of the outstanding Cadgie Co. shares, thus increasing the number of outstanding shares from 192,160 to 576,480.

On August 31, 1994, the directors of Cadgie Co. declared a 1:5 reverse stock split of the outstanding Cadgie Co. shares, thus reducing the number of outstanding shares from 960,800 to 192,160 shares.

The Company (originally called the Cadgie Company) was formed in August of 1993 and incorporated in November 1993 by Mr. Carman Ridland of Las Vegas, Nevada as a spin-off from its predecessor, Precious Metal Mines, Inc. The Company issued 960,800 of its \$0.01 par value shares to Precious Metal Mines, Inc. for 16 unpatented mining claims located near Philipsburg, Montana comprising the Kadex property group. Precious Metal Mines, Inc. distributed the 960,800 shares of Cadgie Company to its shareholders. One share of Cadgie Co. was exchanged for each share of Precious Metal Mines, Inc. held by holders of record as of August 31, 1993.

#### NOTE 11 - STOCK OPTIONS

The Company has adopted two active stock option plans. Under the 2006 Stock Option Plan (the "2006 Plan") the Company may grant non-statutory and incentive options to employees, directors and consultants for up to a total of



5,000,000 shares of common stock. Under the 2010 Stock Option and Stock Bonus Plan (the “2010 Plan”), the lesser of (i) 30,000,000 shares or (ii) 10% of the total shares outstanding are reserved for issuance upon the exercise of options or the grant of stock bonuses.

Options are typically granted with an exercise price equal to the closing market price of the Company’s stock at the date of grant, have a graded vesting schedule over approximately 1 to 2 years and have a contractual term of 5 to 10 years.

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A summary of the range of assumptions used to value stock options granted for the year ended October 31, 2013, 2012 and 2011 are as follows:

| Options                  | Year Ended October 31, |               |               |
|--------------------------|------------------------|---------------|---------------|
|                          | 2013                   | 2012          | 2011          |
| Expected volatility      | 54% - 70%              | 61% - 104%    | 96% - 113%    |
| Risk-free interest rate  | 0.29% - 0.88%          | 0.29% - 0.63% | 0.39% - 1.53% |
| Dividend yield           | —                      | —             | —             |
| Expected term (in years) | 2.50 - 3.50            | 2.50 - 5.00   | 2.50 - 3.50   |

During the year ended October 31, 2013, the Company granted options to acquire 2,515,000 shares of common stock with a weighted-average grant-date fair value of \$0.15 per share. No options were exercised during the year ended October 31, 2013.

During the year ended October 31, 2012, the Company granted options to acquire 4,995,000 shares of common stock with a weighted-average grant-date fair value of \$0.26 per share. No options were exercised during the year ended October 31, 2012.

During the year ended October 31, 2011, options to acquire 369,355 shares of common stock were exercised at an average exercise price of \$0.51 per share. In addition, options to acquire 400,261 shares of common stock were exercised by way of a cashless exercise whereby the recipients elected to receive 72,687 shares without payment of the exercise price and the remaining options for 327,574 shares were cancelled. The options had a combined intrinsic value of \$197,034 at the time of exercise. Also during the year ended October 31, 2011, the Company granted options to acquire 2,295,000 shares of common stock with a weighted-average grant-date fair value of \$0.58.

The following is a summary of stock option activity for the fiscal years ended October 31, 2013, 2012 and 2011:

| Options                         | Shares       | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life (Years) | Aggregate Intrinsic Value |
|---------------------------------|--------------|---------------------------------|---|---------------------------|
| Outstanding at October 31, 2010 | 6,901,692    | \$ 1.59                         |   |                           |
| Granted                         | 2,295,000    | 0.90                            |   |                           |
| Exercised                       | (442,042 )   | 0.52                            |   |                           |
| Forfeited or Cancelled          | (947,621 )   | 0.82                            |   |                           |
| Expired                         | (3,255,121 ) | 2.23                            |   |                           |
| Outstanding at October 31, 2011 | 4,551,908    | \$ 1.06                         | 3.60  | \$ 33,600                 |
| Granted                         | 4,995,000    | 0.53                            |   |                           |
| Forfeited or Cancelled          | (2,016,906 ) | 1.23                            |   |                           |
| Expired                         | —            | —                               |   |                           |
| Outstanding at October 31, 2012 | 7,530,002    | \$ 0.66                         | 3.93  | \$ 12,500                 |
| Granted                         | 2,515,000    | 0.37                            |   |                           |
| Forfeited or Cancelled          | (839,525 )   | 0.67                            |   |                           |
| Expired                         | —            | —                               |   |                           |
| Outstanding at October 31, 2013 | 9,205,477    | 0.58                            | 3.45  | \$—                       |

The Company recognized stock-based compensation costs for stock options of \$576,358, \$991,110 and \$1,129,421 for the fiscal years ended October 31, 2013, 2012 and 2011, respectively. As of October 31, 2013, there remains \$206,280

of total unrecognized compensation expense which is expected to be recognized over a weighted average period of 0.53 years.

On September 7, 2010, the Company granted options to purchase 295,000 shares of common stock under the 2010 Stock Option Plan to twenty employees with an exercise price of \$0.73 and an expiration date of five years. The fair market value of the options at the date of grant was \$0.47 per share.

On August 23, 2010, the Company granted stock options to purchase 200,000 shares of common stock under the 2010 Stock Option Plan to each of its independent directors of the Company with an exercise price of \$0.72 and an expiration date of five years. The Board also granted options on August 23, 2010 to the persons serving on the Board who were not considered independent at the time of grant being: Brian Edgar (an option to acquire 600,000 shares); Merlin Bingham (an option to acquire 200,000 shares); and Greg Hahn (an option to acquire 200,000 shares). The fair market value of the 1,800,000 options at the date of grant was \$0.46 per share.

Also on August 23, 2010 the Company granted stock options to purchase an aggregate of 1,400,000 shares of common stock under the 2010 Stock Option Plan to the Company's executive officers with an exercise price of \$0.72 and an expiration date of five years. The fair market value of the options at the date of grant was \$0.47 per share.

In February 2009, the Company granted options to acquire 705,619 shares of common stock with a weighted-average grant-date fair value of \$0.25 to officers, corporate employees and independent directors in consideration for entering into salary deferral agreements. The stock options have an exercise price of \$0.34 and an expiration term of 10 years. The options vested immediately and had a fair value of \$179,436 at date of grant.

On January 18, 2008, the Board granted stock options to purchase 400,000 shares of common stock under the 2006 Stock Option Plan to the officers of the Company with an exercise price of \$2.18 and an expiration date of ten years. The fair market value of the options at the date of grant was \$1.60 per share.

Also on January 18, 2008, the Board of Directors granted options to purchase 200,004 shares of common stock under the 2006 Stock Option Plan to fourteen Mexican employees with an exercise price of \$2.18 and an expiration date of ten years. The fair market value of the options at the date of grant was \$1.67 per share.

On April 17, 2008, the Board of Directors granted options to purchase 150,000 shares of common stock under the 2006 Stock Option Plan to a legal consultant in Mexico with an exercise price of \$2.25 and an expiration date of ten years. The fair market value of the options at the date of grant was \$1.78 per share.

In October 2007, the Company granted stock options to purchase up to 250,000 shares of common stock to an independent director at \$2.85 per share under the 2006 Plan. The fair market value of the options at the date of grant was \$2.15 per share

In June 2007, the Company granted stock options to purchase up to 250,000 shares of common stock to the Company's CFO at \$4.30 per share under the 2006 Plan. The fair market value of the options at the date of grant was \$3.37 per share.

In February 2007, options for 210,000 shares of the Company's common stock granted under the Company's 2001 Equity Incentive Plan were exercised under the "cashless exercise" provision of the Plan, whereby recipients elected to receive 126,000 shares without payment of the exercise price, and the remaining options for 84,000 shares were cancelled.

During the year ended October 31, 2006, the Company granted 2,000,000 options to officers under the 2006 Stock Option Plan with an exercise price of \$2.59 and an expiration of ten years. The options had a fair value of \$2.18 per share. In addition, the Company granted 750,000 options to independent directors with an exercise price of \$2.59 and an expiration of ten years. These options vested immediately and were assigned a fair value of \$2.18 per share. In addition, the Company extended the contractual life of 310,000 fully vested stock options held by 19 employees. As a result of this modification, the Company recognized additional compensation expense of \$48,000 for the year ended October 31, 2006.

In 2002, the Company granted 100,000 options with an exercise price of \$1.25 and an expiration of seven years. The total value was calculated at \$61,000.

Summarized information about stock options outstanding and exercisable at October 31, 2013 is as follows:

| Exercise Price | Options Outstanding |               | Weighted Average | Options Exercisable |                  |
|----------------|---------------------|---------------|------------------|---------------------|------------------|
|                | Number Outstanding  | Weighted Ave. |                  | Number Exercisable  | Weighted Average |

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|               |           | Remaining<br>Contractual<br>Life (Years) | Exercise Price |           | Exercise Price |
|---------------|-----------|--|----------------|-----------|----------------|
| \$0.37 - 0.73 | 8,343,333 | 3.55                                     | \$0.52         | 5,998,331 | \$0.56         |
| 1.00 - 1.20   | 805,000   | 2.30                                     | 1.11           | 805,000   | 1.11           |
| 2.18          | 57,144    | 4.22                                     | 2.18           | 57,144    | 2.18           |
| \$0.37 - 2.18 | 9,205,477 | 3.45                                     | \$0.58         | 6,860,475 | \$0.63         |

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## NOTE 12 - WARRANTS

A summary of warrant activity for the fiscal years ended October 31, 2013, 2012 and 2011 is as follows:

| Warrants                               | Shares       | Weighted<br>Average<br>Exercise Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Life (Years) | Aggregate<br>Intrinsic Value |
|--|--------------|---------------------------------------|---|------------------------------|
| Outstanding at October 31, 2010        | 12,315,677   | \$ 1.21                               |   |                              |
| Exercised                              | (1,385,353 ) | 0.50                                  |   |                              |
| Forfeited or expired                   | (9,126,368 ) | 1.30                                  |   |                              |
| Outstanding at October 31, 2011        | 1,803,956    | \$ 1.30                               | 0.60  | \$ 236,073                   |
| Forfeited or expired                   | (1,713,956 ) | 1.35                                  |   |                              |
| Outstanding at October 31, 2012        | 90,000       | \$ 0.34                               | 0.28  | \$ 13,500                    |
| Expired                                | (90,000 )    | 0.34                                  |   |                              |
| Issued in the Offering (Note 10)       | 11,456,250   | 0.55                                  |   |                              |
| Agents compensation warrants (Note 10) | 1,187,250    | 0.55                                  |   |                              |
| Outstanding at October 31, 2013        | 12,643,500   | 0.55                                  | 0.79  | —                            |
| Exercisable at October 31, 2013        | 12,643,500   | \$ 0.55                               | 0.79  | \$ —                         |

On February 14, 2013, the Company issued 11,456,250 warrants in connection with the Offering and issued 1,187,250 compensation warrants to the agents. The fair value of the agent's compensation warrants was determined to be \$51,672 based upon the Black-Scholes pricing model using a risk free interest rate of 0.22%, expected volatility of 50%, dividend yield of 0%, and a contractual term of 1.5 years.

No warrants were exercised or issued during the year ended October 31, 2013.

Summarized information about warrants outstanding and exercisable at October 31, 2013 is as follows:

| Exercise Price | Warrants Outstanding |   |                                 | Warrants Exercisable |                                 |  |
|----------------|----------------------|---|---------------------------------|----------------------|---------------------------------|--|
|                | Number Outstanding   | Weighted Average Remaining Contractual Life (Years) | Weighted Average Exercise Price | Number Exercisable   | Weighted Average Exercise Price |  |
| \$0.55         | 12,643,500           | 0.79  | \$0.55                          | 12,643,500           | \$0.55                          |  |

No warrants were exercised or issued during the year ended October 31, 2012.

During the year ended October 31, 2011, warrants to acquire 1,385,353 shares of common stock were exercised at an average exercise price of \$0.50 per share. The warrants had an intrinsic value of \$786,112 at the time of exercise.

Pursuant to the private placement transaction that closed in August 2010, the Company issued warrants to acquire 200,000 shares of common stock.

In connection with the merger with Dome, the Company issued 2,228,281 warrants with an exercise price of \$0.41 to replace all of the outstanding warrants of Dome at the time of the merger. The fair value of the warrants using the Black-Scholes valuation model was \$1,895,252 using an average risk free interest rate of 0.12%, average expected volatility of 98%, dividend yield of 0%, and average contractual term of 0.19 years. All of these warrants were subsequently exercised in June 2010. The warrants had an intrinsic value of \$631,669 at the time of exercise.

Pursuant to the private placement transaction that closed in December 2009, the Company issued warrants to acquire 3,250,000 shares of common stock. The warrants were only to be exercisable if the merger agreement between Dome and Silver Bull was terminated and then only for a term extending until one year following the date of issuance, with an average exercise price of \$0.57 per share of common stock. As a result of the closing of the merger with Dome on April 16, 2010, the warrants issued in this private placement were terminated in accordance with their terms.

During the fiscal year ended October 31, 2010, warrants to acquire 2,308,281 shares of common stock were exercised at an average exercise price of \$0.41 per share. The warrants had an intrinsic value of \$686,469 at time of exercise.

In October 2009, warrants for 3,703,450 shares were exercised at an average price of \$0.34 per share for total cash proceeds of \$1,249,380. The warrants were exercised pursuant to a short-term one-time offer to four accredited investors to exercise these warrants early. The Company agreed to reduce the exercise price of 2,900,000 warrants with a stated exercise price of \$1.25 and 803,450 warrants with a stated exercise price of \$2.42 to \$0.32 and \$0.40, respectively to secure necessary short-term working capital.

The Company determined the fair value of the warrant inducement to be \$126,090 using the Black-Scholes pricing model using risk free interest rates of 0.04% to 0.66%, expected volatility of 98% to 133%, dividend yield of 0%, and contractual terms of .04 to 1.3 years. Since these warrants were initially issued in connection with two earlier private placements of the Company's securities and since the offer was only available to a limited number of warrant holders, the Company recorded the fair value of the warrant inducement as a deemed dividend and accordingly has increased the net loss applicable to common stockholders for the fiscal year ended October 31, 2009.

Also in 2009, the Company granted warrants to purchase 90,000 shares of Common Stock with an exercise price of \$0.34 and an expiration term of 4 years to a financial consultant in consideration for entering into a consulting fee deferral agreement. The fair value of these warrants was determined to be \$39,021 based upon the Black-Scholes pricing model using risk free interest rate of 1.96%, expected volatility of 102%, dividend yield of 0%, and a contractual term of 4 years.

During the fiscal year ended October 31, 2008, warrants for 381,250 shares were exercised at an average price of \$1.25 per share for total cash proceeds of \$476,563. The warrants had a total intrinsic value of \$478,438 at date of exercise.

On June 4, 2008 the Company issued a warrant to purchase 100,000 shares of common stock to a consultant for financial services at an exercise price of \$2.00 per share. The warrant has a two year term and will vest equally over the term of the consulting contract. The fair value of these warrants was determined to be \$81,838 based upon the Black-Scholes pricing model using risk free interest rate of 2.47%, expected volatility of 73%, dividend yield of 0%, and a contractual term of 2 years.

During the fiscal year ended October 31, 2007, the Company issued warrants for 600,000 common shares for professional services at an average exercise price of \$3.27 per share and average contractual term of 4.6 years. The fair value of these warrants was determined to be \$1,094,950 based upon the Black-Scholes pricing model using a risk free interest rate of 5%, expected volatility of 80%, and expected term of 1.4 to 3 years. In addition, the Company extended the contractual life of a warrant for 59,610 shares of common stock in consideration of financial services.

As a result of this modification, the Company recognized additional professional service fees of \$68,999 for the year ended October 31, 2007.

During the year ended October 31, 2006 the Company granted warrants for 210,103 shares for services in connection with the Company's private placement, with an exercise price of \$1.25 and an expiration of 5 years. The fair value of these warrants was determined to be \$403,215 using the Black-Scholes pricing model using a risk free interest rate of 5%, no dividends to be paid, and a volatility of 80%. Also during the year ended October 31, 2006, the Company issued a warrant for 17,250 shares to an independent director with an exercise price of \$1.25 and an expiration of 5 years. The fair value of this warrant was determined using the Black-Scholes option pricing model using a risk free interest rate of 5%, no dividends to be paid, and a volatility of 80%. The total value was calculated at \$30,705.



During the year ended October 31, 2005, the Company issued 476,404 common stock units that consisted of 476,354 shares of common stock and warrants to purchase an additional 476,404 shares of common stock.

The Company did not issue common stock warrants during the year ended October 31, 2004.

During the year ended October 31, 2003, the Company issued 7,000 common stock units that consisted of 7,000 shares of common stock and warrants to purchase an additional 2,333 shares of common stock.

During the year ended October 31, 2002, the Company issued 162,667 common stock units that were made up of 162,667 shares of common stock and warrants to purchase an additional 54,222 shares of common stock.

During the year ended October 31, 2001, the Company issued 250,000 shares of common stock with 125,000 warrants attached. Additionally 20,000 warrants were exercised for \$15,000 in cash and services valued at \$10,760. The Company also issued 80,000 warrants for services, which were valued at \$144,791.

At October 31, 2000, there were outstanding warrants to purchase 996,500 shares of the Company's common stock, at prices ranging from \$0.75 to \$2.00 per share. The warrants, which became exercisable in 1999, but have not been exercised, expired at various dates through 2005. These warrants were valued at \$543,980 using the Black-Scholes option pricing model using a risk free interest of 5%, volatility of 30% and 50% and expected life of 5 to 10 years.

#### NOTE 13 – INCOME TAXES

##### Provision for Taxes

The Company files a United States federal income tax return and a Canadian branch return on a fiscal year-end basis and files Mexican income tax returns for its three Mexican subsidiaries on a calendar year-end basis. The Company and two of its wholly-owned subsidiaries, Minera and Minas, have not generated taxable income since inception. Contratistas, another wholly-owned Mexican subsidiary, has historically generated taxable income based upon intercompany fees billed to Minera on the services it provides.

On April 16, 2010, a wholly-owned subsidiary of the Company was merged with and into Dome, resulting in Dome becoming a wholly-owned subsidiary of the Company. Dome, a Delaware corporation files tax returns in the United States and Dome Ventures SARL Gabon and African Resources SARL Gabon file tax returns in Gabon, Africa. Dome and its subsidiaries do not currently generate taxable income.

The components of loss before income taxes, by tax jurisdiction, were as follows:

|                          | For the year ended<br>October 31, |                 |                 |
|--------------------------|-----------------------------------|-----------------|-----------------|
|                          | 2013                              | 2012            | 2011            |
| United States            | (3,898,000)                       | (4,719,000)     | (4,871,000)     |
| Canada                   | (337,000)                         | (442,000)       | (591,000)       |
| Mexico                   | (2,734,000)                       | (5,521,000)     | (6,603,000)     |
| Gabon                    | (433,000)                         | (2,570,000)     | (146,000)       |
| Loss before income taxes | \$ (7,402,000)                    | \$ (13,252,000) | \$ (12,211,000) |

The components of the provision for income taxes are as follows:

|                      | For the year ended<br>October 31, |            |           |
|----------------------|-----------------------------------|------------|-----------|
|                      | 2013                              | 2012       | 2011      |
| Foreign              |                                   |            |           |
| Current tax expense  | \$ 65,000                         | \$ 108,000 | \$ 27,000 |
| Deferred tax expense | —                                 | —          | —         |
|                      | \$ 65,000                         | \$ 108,000 | \$ 27,000 |

The Company's provision for income taxes for the fiscal year ended October 31, 2013 consisted of a tax expense of \$65,000 related to a provision to income taxes expense for Contratistas and the Silver Bull Canadian branch return for the year ended October 31, 2013.



The reconciliation of the provision for income taxes computed at the U.S. statutory rate to the provision for income tax as shown in the statement of operations and comprehensive loss is as follows:

|   | For the year ended<br>October 31, |                |                |
|---|-----------------------------------|----------------|----------------|
|   | 2013                              | 2012           | 2011           |
| <b>Income tax benefit calculated at U.S.</b>    |                                   |                |                |
| Federal Income tax rate                         | \$ (2,591,000)                    | \$ (4,638,000) | \$ (4,274,000) |
| <b>Differences arising from:</b>                |                                   |                |                |
| Permanent differences                           | 963,000                           | 4,196,000      | 655,000        |
| Benefit from lower foreign income tax rate      | 88,000                            | 396,000        | 489,000        |
| Increase in state tax rates                     | —                                 | —              | 1,053,000      |
| Adjustment to prior year taxes                  | 199,000                           | (109,000)      | (11,000)       |
| Inflation adjustment foreign net operating loss | (368,000)                         | (261,000)      | (226,000)      |
| Foreign currency fluctuations                   | (98,000)                          | (143,000)      | 310,000        |
| Increase in valuation allowance                 | 1,833,000                         | 455,000        | 1,989,000      |
| Other   | 39,000                            | 212,000        | 42,000         |
| Net income tax provision                        | \$ 65,000                         | \$ 108,000     | \$ 27,000      |

The components of the deferred tax assets at October 31, 2013 and 2012 were as follows:

|  | October 31,   |              |
|--|---------------|--------------|
|  | 2013          | 2012         |
| <b>Deferred tax assets:</b>                |               |              |
| Net operating loss carry forwards – U.S.   | \$ 10,123,000 | \$ 9,559,000 |
| Net operating loss carry forwards – Mexico | 9,617,000     | 8,618,000    |
| Stock-based compensation – U.S.            | 99,000        | 116,000      |
| Exploration costs                          | 542,000       | 671,000      |
| Other – U.S.                               | 26,000        | 25,000       |
| Other – Mexico                             | 44,000        | 46,000       |
|  | 20,451,000    | 19,035,000   |
| <b>Deferred tax liability</b>              |               |              |
| Property Concessions                       | (629,000)     | (630,000)    |
| Total net deferred tax assets              | 19,822,000    | 18,405,000   |
| Less: valuation allowance                  | (19,822,000)  | (18,405,000) |
| Net deferred tax asset                     | \$ —          | \$ —         |

In the year ended October 31, 2013, the Company made a re-class correction to its deferred tax net operating loss carry forwards – U.S. and deferred tax exploration costs for all periods. This was due to a correction to the methodology used to determine exploration costs on the US tax returns, and resulted in a downward revision of the previously disclosed deferred tax net operating loss carry forwards – U.S. as of October 31, 2012 of \$11.7 million to \$9.6 million and deferred tax exploration costs of \$1.8 million to \$0.7 million with a corresponding offset to the valuation allowance.

At October 31, 2013 the Company has U.S. net operating loss carry-forwards of approximately \$29 million which expire in the years 2019 through 2033. The Company has approximately \$34 million of net operating loss carry-forwards in Mexico which expire in the years 2015 through 2023.

The valuation allowance for deferred tax assets of \$19.8 and \$18.4 million at October 31, 2013 and 2012, respectively, relates principally to the uncertainty of the utilization of certain deferred tax assets, primarily net operating loss carry forwards in various tax jurisdictions. The Company continually assesses both positive and negative evidence to determine whether it is more likely than not that the deferred tax assets can be realized prior to their expiration. Based on the Company's assessment it has determined the deferred tax assets are not currently realizable.

#### Mexico Tax Legislation

Prior to the Mexican tax reform package described below Mexican companies were subject to a dual tax system comprised of ISR (Income Tax) and IETU (Flat Tax). Under this tax system Mexican subsidiaries were subject to pay the greater of the ISR and IETU and therefore the Company determines its deferred income taxes at October 31, 2013 based on the ISR tax regime it expects to be subject to in the future as of October 31, 2013. In 2012 and 2011 the ISR rate was 30%. The Mexican Senate had approved an ISR rate of 30% in 2013, 29% in 2014 and 28% for 2015 and thereafter. The IETU was 17.5% in 2010 and thereafter.

On December 11, 2013, the Mexican tax reform package was published in the official gazette and will apply as from January 1, 2014. Amongst other changes the planned corporate tax reductions to 29% in 2014 and 28% thereafter have been repealed and the corporate tax rate will remain at 30%. In addition the IETU has been repealed.

### Net Operating Loss Carry-forward Limitation

The Tax Reform Act of 1986 contains provisions that limit the utilization of net operating loss and tax credit carry forwards if there has been a change in ownership as described in Section 382 of the Internal Revenue Code. As a result of the Dome merger in April 2010, substantial changes in the Company's ownership have occurred that may limit or reduce the amount of net operating loss carry-forward that the Company could utilize in the future to offset taxable income. We have not completed a detailed Section 382 study at this time to determine what impact, if any, that ownership changes may have had on our operating loss carry forwards. In each period since our inception, we have recorded a valuation allowance for the full amount of our deferred tax assets, as the realization of the deferred tax asset is uncertain. As a result, we have not recognized any federal or state income tax benefit in our consolidated statement of operations and comprehensive loss.

### Accounting for Uncertainty in Income Taxes

During the fiscal years ended October 31, 2013 and 2012, the Company has not identified any unrecognized tax benefits or had any additions or reductions in tax positions and therefore a reconciliation of the beginning and ending amount of unrecognized tax benefits is not presented.

The Company does not have any unrecognized tax benefits as of October 31, 2013 and accordingly the Company's effective tax rate will not be materially affected by unrecognized tax benefits.

The following tax years remain open to examination by the Company's principal tax jurisdictions:

|                |                              |
|----------------|------------------------------|
| United States: | 2009 and all following years |
| Mexico:        | 2008 and all following years |
| Canada:        | 2009 and all following years |
| Gabon, Africa: | 2010 and all following years |

The Company has not identified any uncertain tax position for which it is reasonably possible that the total amount of unrecognized tax benefit will significantly increase or decrease within the next twelve months.

The Company's policy is to classify tax related interest and penalties as income tax expense. There is no interest or penalties estimated on the underpayment of income taxes as a result of unrecognized tax benefits.

## NOTE 14 – FINANCIAL INSTRUMENTS

### Fair Value Measurements

All financial assets and financial liabilities are recorded at fair value on initial recognition. Transaction costs are expensed when they are incurred, unless they are directly attributable to the acquisition of qualifying assets, in which case they are added to the costs of those assets until such time as the assets are substantially ready for their intended use or sale.

The three levels of the fair value hierarchy are as follows:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;
- Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Under fair value accounting, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. As of October 31, 2013 and October 31, 2012, the Company had no financial assets or liabilities required to be reported for fair value purposes.

The carrying amounts of the Company's financial instruments, including cash and cash equivalents, restricted cash, other receivables, accounts payable and accrued liabilities and expenses approximate fair value at October 31, 2013 and October 31, 2012 due to the short maturities of these financial instruments.

#### Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge its obligations. To mitigate exposure to credit risk on financial assets the Company has established policies to ensure liquidity of funds and ensure counterparties demonstrate minimum acceptable credit worthiness.

The Company maintains its US Dollar and Canadian Dollar ("SCDN") cash and cash equivalents in bank and demand deposit accounts with major financial institutions with high credit standings. Cash deposits held in the United States are insured by the Federal Deposit Insurance Corporation ("FDIC") for up to \$250,000 and \$CDN cash deposits held in Canada are insured by the Canada Deposit Insurance Corporation ("CDIC") for up to \$CDN 100,000. Certain United States and Canadian bank accounts held by the Company exceed these federally insured limits or are uninsured as they related to US Dollar deposits held in Canadian financial institutions. As of October 31, 2013 and 2012, the Company's cash and cash equivalent balances held in United States and Canadian financial institutions included \$4,844,049 and \$2,868,917 respectively, which was not insured by the FDIC or CDIC. The Company has not experienced any losses on such accounts and management believes that using major financial institutions with high credit ratings mitigates the credit risk in cash and cash equivalents.

The Company also maintains cash and cash equivalents and restricted cash in bank accounts in Mexico and Gabon. These accounts are denominated in the local currency and are considered uninsured. As of October 31, 2013 and 2012, the US dollar equivalent balance for these accounts was \$87,889 and \$100,105, respectively.

#### Interest Rate Risk

The Company holds substantially all of the Company's cash and cash equivalents in bank and demand deposit accounts with major financial institutions. The interest rates received on these balances may fluctuate with changes in economic conditions. Based on the average cash and cash equivalent and restricted cash balances during the year ended October 31, 2013, a 1% decrease in interest rates would have resulted in a reduction in interest income for the period of approximately \$4,927.

#### Foreign Currency Exchange Risk

Certain purchases of labor, operating supplies and capital assets are denominated in \$CDN, \$MXN, \$CFA or other currencies. As a result, currency exchange fluctuations may impact the costs of our operations. Specifically, the appreciation of the \$MXN, \$CDN or \$CFA against the US dollar may result in an increase in operating expenses and capital costs in US dollar terms. As of October 31, 2013, the Company maintained the majority of its cash balance in US Dollars. The Company currently does not engage in any currency hedging activities.

#### NOTE 15 - COMMITMENTS AND CONTINGENCIES

##### Compliance with Environmental Regulations



The Company's exploration activities are subject to laws and regulations controlling not only the exploration and mining of mineral properties, but also the effect of such activities on the environment. Compliance with such laws and regulations may necessitate additional capital outlays or affect the economics of a project, and cause changes or delays in the Company's activities.

#### Property Concessions Mexico

To properly maintain property concessions in Mexico, the Company is required to pay a semi-annual fee to the Mexican government and complete annual assessment work.

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In addition seven of the concessions in the Sierra Mojada project are subject to options to purchase from existing third party concession owners. Pursuant to the option purchase agreements, the Company is required to make certain payments over the terms of these contracts to obtain full ownership of these concessions as set forth in the table below:

## Olympia (1 concession)

| Payment Date  | Payment Amount |
|---------------|----------------|
| March 2014(1) | \$MXN 500,000  |

- (1) If a change of control occurs prior to the payment date, this payment is due upon the change of control.

## Nuevo Dulces Nombres (Centenario) and Yolanda III (2 concessions)

| Payment Date   | Payment Amount(1)  |
|--|--------------------|
| Monthly payment beginning August 2014 and ending July 2016 | \$20,000 per month |

- (1) Until July 2016, the Company has the option of acquiring Nuevo Dulces Nombres (100% interest) for \$4 million and Yolanda III (100% interest) for \$2 million plus a lump sum payment equal to any remaining monthly payments.

## Poder de Dios, Anexas a Poder de Dios and Ampliacion a Poder de Dios (3 concessions)

| Payment Date  | Payment Amount(1) |
|---------------|-------------------|
| April 2014    | \$6 million       |
| October 2014  | \$6 million       |
| April 2015(1) | \$7 million       |

- (1) Payments shown reflect the option purchase price for a period of six months from the payment date for the acquisition of 100% of the concessions. Subsequent to April 2015 the option purchase price is \$7 million for the acquisition of 100% of the concession. In addition the Company is required to make payments of \$300,000 in April and October of each year until the option purchase is made otherwise the Company will lose its interest in the concessions. The option purchase price until April 2014 is \$5 million.

## Veta Rica o La Inglesa (1 concession)

| Payment Date | Payment Amount |
|--------------|----------------|
| April 2014   | \$300,000      |

## Property Concessions Gabon

The Company holds title to the Ndjole and Mitzic concessions in Gabon, Africa that require the Company to spend minimum amounts each term to renew the concessions. Each concession is renewable twice with each renewal lasting for three years. The initial renewal of the Ndjole concession was granted on June 21, 2012 and the initial renewal of the Mitzic concession was granted on July 24, 2012. Per the renewed concession licenses, the Company must spend \$CFA 2,926,000,000 on exploration work on the Ndjole concession and \$CFA 901,000,000 on exploration work on the Mitzic concession in order to renew these concessions for a third term of three years. The expenditures during the

second period are reduced by \$CFA 2,697,462,586 for Ndjole and \$CFA 230,627,114 for Mitzić which represent amounts spent in the second period to October 31, 2013 and amounts carried forward from the initial term for expenditures incurred in excess of the renewal requirements. The Company must spend \$CFA 800,000,000 in the third term per Gabonese law. The Company may apply for a mining license at any time during these periods. As of October 31, 2013, one U.S. dollar approximates \$CFA 477.

#### Royalty

The Company has agreed to pay a 2% net smelter return royalty to a third party on certain property concessions within the Sierra Mojada Property. Total payments under this royalty are limited to \$6.875 million.

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## Office Lease Commitment

The Company entered into a five-year office lease agreement from April 1, 2012 to March 31, 2017 for the Company's corporate office in Vancouver, Canada. The monthly lease payment is \$CDN 7,506 until March 31, 2014, increasing to \$CDN 7,743 on April 1, 2014 with a further increase to \$CDN 7,981 on April 1, 2016. As of October 31, 2013, one U.S. dollar approximates \$CDN 1.04.

## NOTE 16 – SEGMENT INFORMATION

The Company operates in a single reportable segment being the exploration of mineral property interests. The Company has mineral property interests in Sierra Mojada, Mexico and Gabon, Africa.

Geographic information is approximately as follows:

|                         | 2013           | For the Year Ended<br>October 31,<br>2012 | 2011            | Period from<br>November 8,<br>1993<br>(Inception) To<br>October 31,<br>2013 |
|-------------------------|----------------|---|-----------------|---|
| Net loss for the period |                |   |                 |   |
| Mexico                  | \$(4,357,000 ) | \$(7,672,000 )                            | \$(8,878,000 )  | \$(49,574,000 )   |
| Canada                  | (2,657,000 )   | (3,038,000 )                              | (1,244,000 )    | (6,981,000 )  |
| Gabon                   | (453,000 )     | (2,650,000 )                              | (325,000 )      | (3,397,000 )  |
| United States           | —              | —   | (1,790,000 )    | (34,309,000 )   |
|                         | \$(7,467,000 ) | \$(13,360,000 )                           | \$(12,237,000 ) | \$(94,261,000 )   |

The following table details allocation of assets included in the accompanying balance sheet at October 31, 2013:

|                                     | United<br>States | Canada       | Mexico        | Gabon        | Total         |
|-------------------------------------|------------------|--------------|---------------|--------------|---------------|
| Cash and cash equivalents           | \$ 3,076,000     | \$ 2,087,000 | \$ 23,000     | \$ 65,000    | \$ 5,251,000  |
| Value-added tax<br>receivable, net  | -                | -            | 327,000       | 11,000       | 338,000       |
| Other receivables                   | -                | 20,000       | 47,000        | -            | 67,000        |
| Prepaid expenses and<br>deposits    | -                | 137,000      | 98,000        | 2,000        | 237,000       |
| Office and mining<br>equipment, net | -                | 4,000        | 480,000       | 25,000       | 509,000       |
| Property concessions                | -                | -            | 6,420,000     | 1,797,000    | 8,217,000     |
| Goodwill                            | -                | -            | 18,495,000    | -            | 18,495,000    |
|                                     | \$ 3,076,000     | \$ 2,248,000 | \$ 25,890,000 | \$ 1,900,000 | \$ 33,114,000 |

The following table details allocation of assets included in the accompanying balance sheet at October 31, 2012:

| United<br>States | Canada | Mexico | Gabon | Total |
|------------------|--------|--------|-------|-------|
|------------------|--------|--------|-------|-------|

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|                                  |            |              |               |              |               |
|----------------------------------|------------|--------------|---------------|--------------|---------------|
| Cash and cash equivalents        | \$ 101,000 | \$ 3,013,000 | \$ 39,000     | \$ 48,000    | \$ 3,201,000  |
| Restricted cash                  | -          | -            | -             | 13,000       | 13,000        |
| Value-added tax receivable, net  | -          | -            | 449,000       | 491,000      | 940,000       |
| Other receivables                | -          | 64,000       | 52,000        | -            | 116,000       |
| Prepaid expenses and deposits    | -          | 157,000      | 151,000       | 1,000        | 309,000       |
| Office and mining equipment, net | -          | 8,000        | 663,000       | 38,000       | 709,000       |
| Property concessions             | -          | -            | 6,326,000     | 2,201,000    | 8,527,000     |
| Goodwill                         | -          | -            | 18,495,000    | -            | 18,495,000    |
| Other assets                     | -          | 44,000       | -             | -            | 44,000        |
|                                  | \$ 101,000 | \$ 3,286,000 | \$ 26,175,000 | \$ 2,792,000 | \$ 32,354,000 |

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The Company has significant assets in Coahuila, Mexico and Gabon, Africa. Although these countries are generally considered economically stable, it is always possible that unanticipated events in foreign countries could disrupt the Company's operations. Neither the Mexican government nor the Gabonese government requires foreign entities to maintain cash reserves in their respective country.

The following table details allocation of exploration and property holding costs for the exploration properties:

|   | For the Year Ended<br>October 31, |                 |                | Period from<br>November 8,<br>1993<br>(Inception) To<br>October 31,<br>2013 |
|---|-----------------------------------|-----------------|----------------|---|
|   | 2013                              | 2012            | 2011           |   |
| Exploration and property holding costs for the period |                                   |                 |                |   |
| Mexico Sierra Mojada                                  | \$ (4,514,000)                    | \$ (8,887,000)  | \$ (8,071,000) | \$ (50,428,000)   |
| Gabon Ndjole  | (913,000)                         | (745,000)       | (125,000)      | (1,783,000)   |
| Gabon Mitzic  | (88,000)                          | (800,000)       | (177,000)      | (1,065,000)   |
| Gabon Ogooue  | —                                 | (570,000)       | —              | (570,000)   |
| Gabon Mevang  | —                                 | (287,000)       | —              | (287,000)   |
|   | \$ (5,515,000)                    | \$ (11,289,000) | \$ (8,373,000) | \$ (54,133,000)   |

#### NOTE 17 - SUMMARY OF QUARTERLY FINANCIAL DATA (UNAUDITED)

The following table sets forth a summary of the quarterly results of operations for the years ended October 31, 2013 and 2012:

| 2013  |    | Q1          | Q2          | Q3          | Q4          |
|---|----|-------------|-------------|-------------|-------------|
| Revenues                                    | \$ | —           | —           | —           | —           |
| Loss from operations                        |    | (2,182,408) | (2,147,042) | (1,971,259) | (1,863,603) |
| Other income (expense)                      |    | 87,497      | (32,988)    | 531,217     | 176,714     |
| Income tax expense                          |    | 9,171       | 30,903      | 18,613      | 6,021       |
| Net loss                                    |    | (2,104,082) | (2,210,933) | (1,458,655) | (1,692,910) |
| Basic and diluted net loss per common share |    | (0.02)      | (0.01)      | (0.01)      | (0.01)      |
| 2012  |    | Q1          | Q2          | Q3          | Q4          |
| Revenues                                    | \$ | —           | —           | —           | —           |
| Loss from operations                        |    | (3,434,849) | (3,612,507) | (2,505,407) | (3,826,998) |
| Other (expense) income                      |    | (153,677)   | 288,069     | (185,609)   | 178,776     |
| Income tax expense                          |    | 4,962       | 71,686      | 24,722      | 6,839       |
| Net loss                                    |    | (3,593,488) | (3,396,124) | (2,715,738) | (3,655,061) |
| Basic and diluted net loss per common share |    | (0.03)      | (0.02)      | (0.02)      | (0.03)      |



NOTE 18 – SUBSEQUENT EVENT

On December 13, 2013, the Company entered into a binding letter of agreement (the “Transaction”) with a third party to sell all of the issued and outstanding securities of Dome International Global Inc., a subsidiary of the Company which holds, indirectly, a 100% interest in and to the Ndjole manganese and gold licenses, for cash consideration of \$1,500,000.

The proposed Transaction is subject to a number of terms and conditions, including the party’s entering into a definitive agreement with respect to the Transaction, the completion of satisfactory due diligence investigations, the completion of a financing by the third party generating minimum proceeds of \$CDN 4.0 million from the sale of securities (on terms to be determined), third party minority shareholder approval and the approval of the TSX-V and other applicable regulatory authorities. The Company was paid a \$25,000 non-refundable deposit upon the signing of the binding letter of agreement. Prior to the closing of the Transaction the Company will transfer all of the issued and outstanding securities of African Resources SARL Gabon which holds the Mitzic license from Dome International Global Inc. to another subsidiary of the Company.



