

Tungsten Corp.
Form 8-K
April 10, 2013

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 8, 2013

TUNGSTEN CORP.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	000-54342 (Commission File Number)	98-0583175 (IRS Employer Identification No.)
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1671 Southwest 105 Lane, Davie, Florida (Address of principal executive offices)	33324 (Zip Code)
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Registrant's telephone number, including area code (954) 476 4638

Block 225, 02-213, Tampines St. 23, Singapore 521225
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This report contains forward-looking statements. The forward-looking statements are contained principally in the sections entitled “Description of Business,” “Risk Factors,” and “Management's Discussion and Analysis of Financial Condition and Results of Operations.” These statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, the factors described in the section captioned “Risk Factors” below. In some cases, you can identify forward-looking statements by terms such as “anticipates,” “believes,” “could,” “estimates,” “expect,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “would” and similar expressions intended to identify forward-looking statements. Forward-looking statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. These forward-looking statements include, among other things, statements relating to:

- our anticipated exploration programs and our ability to manage the programs effectively;
 - our ability to identify commercially recoverable quantities of tungsten;
- our ability to keep up with rapidly changing technologies and evolving mining industry standards.
 - our dependence on the growth in demand for tungsten; and
 - the loss of key members of our senior management.

Also, forward-looking statements represent our estimates and assumptions only as of the date of this report. You should read this report and the documents that we reference and filed as exhibits to this report completely and with the understanding that our actual future results may be materially different from what we expect. Except as required by law, we assume no obligation to update any forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in any forward-looking statements, even if new information becomes available in the future.

Use of Certain Defined Terms

Except where the context otherwise requires and for the purposes of this report only:

- the “Registrant,” “Company,” “we,” “us,” and “our” refer to the business of Tungsten Corp., a Nevada corporation (as well as our wholly owned subsidiary Nevada Tungsten Holdings Ltd.);
 - “Exchange Act” refers to the Securities Exchange Act of 1934, as amended;
 - “SEC” refers to the Securities and Exchange Commission;
 - “Securities Act” refers to the Securities Act of 1933, as amended; and
 - “U.S. dollars,” “dollars” and “\$” refer to the legal currency of the United States.

ITEM 1.01 – ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

The information contained in Item 2.01 below is incorporated by reference herein.

ITEM 2.01 – COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

Reverse Acquisition

On April 8, 2013 (the “Closing Date”) we entered into and closed a voluntary share exchange transaction pursuant to a stock exchange agreement with Guy Martin and Nevada Tungsten Holdings Ltd. (the “SEA”). Pursuant to the terms of

the SEA, we acquired all of the issued and outstanding shares of Nevada Tungsten Holdings Ltd.'s common stock from Guy Martin in exchange for the issuance by our company of 3,000,000 shares of our common stock to Guy Martin (the "Transaction"). Mr. Martin's shares are subject to a lock up, as described below. The sole asset of Nevada Tungsten Holdings Ltd. is an option to acquire all tungsten rights in regards to 32 patented and unpatented mining claims situated in White Pine Country, Nevada pursuant to an option agreement by and between Viscount Nevada Holdings Ltd. (the "Optionor") and Nevada Tungsten Holdings Ltd. (the "Option Agreement").

Additionally, on April 8, 2013 and also concurrently with the closing of the Transaction, we closed a private placement of 2,000,000 shares at \$0.25 per share for an aggregate total of \$500,000. Immediately after the Transaction and the private placement we had 71,000,000 issued and outstanding common shares.

Mr. Oliver, our previous President, Chief Executive Officer, Treasurer, Chief Financial Officer, Secretary and a director of the Company resigned as President, Chief Executive Officer, Treasurer, Chief Financial Officer and Secretary of the Company on the Closing Date and he was appointed as Vice-President of Exploration. Mr. Oliver remains a director of the Company. In connection with the Transaction, we entered into a Consulting Agreement with Mr. Oliver pursuant to which he will receive a payment of \$4,000 per month (the "Oliver Consulting Agreement"). In addition, on April 8, 2013, Mr. Oliver acquired 3,000,000 shares of Company Common Stock pursuant to a private party transaction. Mr. Oliver's shares are subject to a lock up, as described below.

In connection with the Transaction, Mr. Martin was appointed President, Chief Executive Officer, Treasurer, Chief Financial Officer, Secretary and a director of the Company on the Closing Date. On the Closing Date, we also entered into a Consulting Agreement with Mr. Martin in connection with his service to the Company (the "Martin Consulting Agreement"). Pursuant to the Martin Consulting Agreement, Mr. Martin shall receive a payment of \$5,000 per month in addition to the 3,000,000 shares of our common stock issued in connection with the Transaction.

We have entered into lock up agreements with each of Messrs. Martin and Oliver in regards to the 3,000,000 shares of our common stock that each hold (the "Lock Up Agreements"). Pursuant to the terms of the Lock Up Agreements, in regards to their respective 3,000,000 shares of our common stock, 1,000,000 shares have been released concurrent with the closing of the Transaction, and 1,000,000 shares shall be released on each anniversary thereafter.

The Transaction, or reverse acquisition, was accounted for as a recapitalization effected by a share exchange, wherein Nevada Tungsten Holdings Ltd. is considered the acquirer for accounting and financial reporting purposes. The assets and liabilities of the acquired entity have been brought forward at their book value and no goodwill has been recognized.

The foregoing description of the SEA, Oliver Consulting Agreement, Martin Consulting Agreement, Lock Up Agreements and Option Agreement, and the transactions contemplated thereunder that are material to the Registrant, does not purport to be complete and is qualified in its entirety by reference to the full texts of the SEA, Oliver Consulting Agreement, Martin Consulting Agreement, form of Lock Up Agreement and Option Agreement, copies of which are filed with this Current Report on Form 8-K and incorporated by reference into this Item 2.01.

As a result of the closing of the Transaction, Nevada Tungsten Holdings Ltd. became our wholly-owned subsidiary. We are now an exploration stage mining company engaged in the identification, acquisition, and exploration of metals and minerals with a focus on tungsten mineralization on a property located in Nevada. For further details on our business, please see the section entitled "Business" beginning on page 2.

FORM 10 INFORMATION DISCLOSURE

As disclosed elsewhere in this report, on April 8, 2013, we entered into and closed an agreement for the acquisition of Nevada Tungsten Holdings Ltd., a company holding an option in regards to the tungsten rights on certain mineral claims in Nevada. Item 2.01(f) of Form 8-K states that if the registrant was a shell company, as we were immediately before the acquisition of assets under Item 2.01, then the registrant must disclose the information that would be required if the registrant were filing a general form for registration of securities on Form 10.

Accordingly, we are providing below the information that would be included in a Form 10 if we were to file a Form 10. Please note that the information provided below relates to our Company after the acquisition of Nevada Tungsten Holdings Ltd., unless otherwise specifically indicated.

BUSINESS

General Overview

We were incorporated in the state of Nevada on June 5, 2008 under the name "Online Tele-Solutions, Inc." On March 14, 2012, we approved an amendment to the Company's Articles of Incorporation (i) increasing the number of authorized shares of common stock from 50,000,000 to 300,000,000, (ii) creating 25,000,000 shares of "blank check" preferred stock, and (iii) effecting a thirty-for-one (30:1) forward split of the Company's issued and outstanding shares of common stock. The forward split became effective with the Financial Industry Regulatory Authority as of the opening of business on May 9, 2012. On November 6, 2012, we changed our name to Tungsten Corp.

We have been a development-stage company that has not generated any revenue and has had limited operations to date.

We intended to develop and offer Internet-based hosted call center services for small-to-medium-sized companies, or companies with between 10 - 500 employees, that are seeking to establish their own internal support and telemarketing divisions. We intended to provide call-center software to our customers which will enable them to handle outbound calls, inbound calls and a combination of both from their own locations. Our intention was to host our customers' calling data on our servers, so that our customers could access the functionality of our software via a web browser such as Internet Explorer.

We have not been successful in our product development and execution of the initial stage of our marketing efforts. As we could not successfully implement our business plan we pursued other avenues in our efforts to maintain shareholder value. As a result, we consummated the Transaction with Nevada Tungsten Holdings Ltd.

Nevada Tungsten Holdings Ltd. was incorporated in the state of Nevada on October 30, 2012, with the goal of investigating for promising tungsten opportunities in the United States. Nevada Tungsten Holdings Ltd.'s operations since incorporation focused on the investigation and identification of promising tungsten opportunities, and as a result, it entered into the option agreement in regards to Cherry Creek Tungsten project described herein.

Business Subsequent to the Closing of the Transaction

The sole asset of Nevada Tungsten Holdings Ltd. is an option to acquire all tungsten rights in regards to 32 patented and unpatented mining claims situated in White Pine County, Nevada (the "Cherry Creek Tungsten Project"). In order to complete the transactions contemplated by the Option Agreement by and between Viscount Nevada Holdings Ltd. (the "Optionor") and Nevada Tungsten Holdings Ltd. Nevada Tungsten Holdings Ltd. was initially required to pay \$150,000 to the Optionor by February 15, 2013, which amount has now been paid. Pursuant to the SEA, we agreed to undertake Nevada Tungsten Holdings Ltd.'s obligations under the Option Agreement. The Option Agreement gives the Company the option to acquire a 100% interest in all tungsten on the Cherry Creek Tungsten Project by (i) paying \$100,000 to the Optionor on or before February 15, 2014 and \$50,000 to the Optionor on or before February 15, 2015; and (ii) incur exploration expenditures on the property of \$250,000 on or before the first anniversary of the option agreement, additional exploration expenditures on the property of \$250,000 on or before the second anniversary of the option agreement, and additional exploration expenditures on the property of \$1,000,000 on or before the third anniversary of the option agreement. The Optionor has retained a 3% net smelter return royalty.

We are now an exploration stage mining company engaged in the identification, acquisition, and exploration of metals and minerals with a focus on tungsten mineralization on our properties located in Nevada. We intend to conduct exploration and development programs on our recently optioned property.

Since we are an exploration stage company, there is no assurance that a commercially viable mineral reserve exists on any of our current or future properties. To date, we do not know if an economically viable mineral reserve exists on our property and there is no assurance that we will discover one. Even if we do eventually discover a mineral reserve on our property, there can be no assurance that we will be able to develop our property into a producing mine and extract those resources. Both mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines.

Our current operational focus is to conduct exploration activities on the Cherry Creek Tungsten Project and to complete the terms of the Option Agreement. For a description of our Cherry Creek Tungsten Project please see the section entitled “Properties” beginning on page 12.

Sources of Available Land for Mining and Exploration

There are at least five sources of land available for exploration, development and mining: public lands, private fee lands, unpatented mining claims, patented mining claims, and tribal lands. The primary sources for acquisition of these lands are the United States government, through the Bureau of Land Management and the United States Forest Service, state governments, tribal governments, and individuals or entities that currently hold title to or lease government and private lands.

There are numerous levels of government regulation associated with the activities of exploration and mining companies. Permits include “Notice of Intent” to explore, “Plan of Operations” to explore, “Plan of Operations” to mine, “Reclamation Permit,” “Air Quality Permit,” “Water Quality Permit,” “Industrial Artificial Pond Permit,” and several other health and safety permits. These permits are and will be subject to amendment or renewal during our operations. Although there is no guarantee that the regulatory agencies will timely approve, if at all, the necessary permits for our current operations or other anticipated operations, we have no reason to believe that necessary permits will not be issued in due course. The total cost and effects on our operations of the permitting and bonding process cannot be estimated at this time. The cost will vary for each project when initiated and could be material.

The Federal government owns public lands that are administered by the Bureau of Land Management or the United States Forest Service. Ownership of the subsurface mineral estate can be acquired by staking a twenty (20) acre mining claim granted under the General Mining Law of 1872, as amended (the “General Mining Law”). The Federal government still owns the surface estate even though the subsurface can be controlled with a right to extract through claim staking. Private fee lands are lands that are controlled by fee-simple title by private individuals or corporations. These lands can be controlled for mining and exploration activities by either leasing or purchasing the surface and subsurface rights from the private owner. Unpatented mining claims located on public land owned by another entity can be controlled by leasing or purchasing the claims outright from the owners. Patented mining claims are claims that were staked under the General Mining Law, and through application and approval the owners were granted full private ownership of the surface and subsurface estate by the Federal government. These lands can be acquired for exploration and mining through lease or purchase from the owners. Tribal lands are those lands that are under control by sovereign Native American tribes. Areas that show promise for exploration and mining can be leased or joint ventured with the tribe controlling the land.

Competition

We are a mineral resources exploration company. We compete with many companies in the mining business, including larger, more established mining companies with substantial capabilities, personnel and financial resources. Further, there is a limited supply of desirable mineral lands available for claim-staking, lease or acquisition in the United States and other areas where we may conduct exploration activities. Because we compete with individuals and companies that have greater financial resources and larger technical staffs, we may be at a competitive disadvantage in acquiring desirable mineral properties. From time to time, specific properties or areas that would otherwise be attractive to us for exploration or acquisition are unavailable due to their previous acquisition by other companies or our lack of financial resources.

Competition in the mining industry is not limited to the acquisition of mineral properties but also extends to the technical expertise to find, advance, and operate such properties; the labor to operate the properties; and the capital needed to fund the acquisition and operation of such properties. Competition may result in our company being unable

not only to acquire desired properties, but to recruit or retain qualified employees, to obtain equipment and personnel to assist in our exploration activities or to acquire the capital necessary to fund our operation and advance our properties. Our inability to compete with other companies for these resources would have a material adverse effect on our results of operation and business.

As noted above, we compete with other mining and exploration companies, many of which possess greater financial resources and technical facilities than we do, in connection with the acquisition of suitable exploration properties and in connection with the engagement of qualified personnel. The mineral resource exploration and mining industry is fragmented, and we are a very small participant in this sector. Many of our competitors explore for a variety of minerals and control many different properties around the world. Many of them have been in business longer than we have and have established more strategic partnerships and relationships and have greater financial accessibility than we have. Accordingly, given the significant competition for mineral resource exploration properties, including tungsten, we may be unable to continue to acquire interests in attractive tungsten and other mineral exploration properties on terms we consider acceptable.

While we compete with other exploration companies in acquiring suitable properties, we believe that there would be readily available purchasers of tungsten and other precious metals if they were to be produced from any of the properties we acquire an interest in. The price of precious metals can be affected by a number of factors beyond our control, including:

- fluctuations in the market prices for tungsten;
 - fluctuating supplies of tungsten;
- fluctuating demand for tungsten; and
 - mining activities of others.

If we find tungsten mineralization that is determined to be of economic grade and in sufficient quantity to justify production, we may then seek significant additional capital through equity or debt financing to develop, mine and sell our production. Our production would probably be sold to a refiner that would in turn purify our material and then sell it on the open market or through its agents or dealers.

We do not engage in hedging transactions and we have no hedged mineral resources.

Compliance with Government Regulations

Various levels of governmental controls and regulations address, among other things, the environmental impact of mineral exploration and mineral processing operations and establish requirements for decommissioning of mineral exploration properties after operations have ceased. With respect to the regulation of mineral exploration and processing, legislation and regulations in various jurisdictions establish performance standards, air and water quality emission standards and other design or operational requirements for various aspects of the operations, including health and safety standards. Legislation and regulations also establish requirements for decommissioning, reclamation and rehabilitation of mineral exploration properties following the cessation of operations and may require that some former mineral properties be managed for long periods of time.

Our exploration activities are subject to various levels of federal and state laws and regulations relating to protection of the environment, including requirements for closure and reclamation of mineral exploration properties. Some of the laws and regulations include the Clean Air Act, the Clean Water Act, the Comprehensive Environmental Response, Compensation and Liability Act, the Emergency Planning and Community Right-to-Know Act, the Endangered Species Act, the Federal Land Policy and Management Act, the National Environmental Policy Act, the Resource Conservation and Recovery Act, and all the related state laws in Nevada.

The state of Nevada adopted the Mined Land Reclamation Act (the “Nevada Act”) in 1989 that established design, operation, monitoring and closure requirements for all mining operations in the state. The Nevada Act has increased the cost of designing, operating, monitoring and closing new mining facilities and could affect the cost of operating, monitoring and closing existing mining facilities. New facilities are also required to provide a reclamation plan and financial assurance to ensure that the reclamation plan is implemented upon completion of operations. The Nevada Act also requires reclamation plans and permits for exploration projects that will result in more than five acres of surface disturbance.

We plan to secure all necessary state and federal permits for our exploration activities and we intend to file for the required permits to conduct our exploration programs as necessary. These permits are usually obtained from either the Bureau of Land Management or the United States Forest Service. Obtaining such permits usually requires the posting of small bonds for subsequent remediation of trenching, drilling and bulk-sampling.

We do not anticipate discharging water into active streams, creeks, rivers, lakes or any other bodies of water without an appropriate permit. We also do not anticipate disturbing any endangered species or archaeological sites or causing damage to the properties in which we have an interest. Re-contouring and re-vegetation of disturbed surface areas will be completed pursuant to the applicable permits. The cost of remediation work varies according to the degree of physical disturbance. It is difficult to estimate the cost of compliance with environmental laws since the full nature and extent of our proposed activities cannot be determined at present.

Research and Development Expenditures

We have incurred \$Nil in research and development expenditures over the past two fiscal years.

Employees

Currently, we do not have any employees. We have entered into consulting agreements with our president, chief executive officer, treasurer, secretary and chief financial officer, and also with our V.P. of Exploration. Our directors, executive officers and certain contracted individuals play an important role in the running of our Company. We do not expect any material changes in the number of employees over the next 12 month period. We do and will continue to outsource contract employment as needed.

We will engage contractors from time to time to consult with us on specific corporate affairs or to perform specific tasks in connection with our exploration programs.

Subsidiaries

Our sole subsidiary is now Nevada Tungsten Holdings Ltd.

Intellectual Property

We do not own, either legally or beneficially, any patent or trademark.

RISK FACTORS

You should carefully consider the risks described below together with all of the other information included in this Form 8-K before making an investment decision with regard to our securities. The statements contained in or incorporated into this Form 8-K that are not historic facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. If any of the following events described in these risk factors actually occurs, our business, financial condition or results of operations could be harmed. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

Risks Associated With Mining

Our property is in the exploration stage. There is no assurance that we can establish the existence of any mineral resource on our property in commercially exploitable quantities. Until we can do so, we cannot earn any revenues from operations and if we do not do so we will lose all of the funds that we expend on exploration. If we do not discover any mineral resource in a commercially exploitable quantity, our business could fail.

Despite past production on our mineral property, we have not established that it contains any mineral reserve, nor can there be any assurance that we will be able to do so. If we do not, our business could fail.

A mineral reserve is defined by the Securities and Exchange Commission in its Industry Guide 7 (which can be viewed over the Internet at <http://www.sec.gov/divisions/corpfin/forms/industry.htm#secguide7>) as that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. The probability of an individual prospect ever having a "reserve" that meets the requirements of the Securities and Exchange Commission's Industry Guide 7 is extremely remote; in all probability our mineral resource property does not contain any 'reserve' and any funds that we spend on exploration will probably be lost.

Even if we do eventually discover a mineral reserve on our property, there can be no assurance that we will be able to develop our property into a producing mine and extract those resources. Both mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines.

The commercial viability of an established mineral deposit will depend on a number of factors including, by way of example, the size, grade and other attributes of the mineral deposit, the proximity of the resource to infrastructure such as a smelter, roads and a point for shipping, government regulation and market prices. Most of these factors will be beyond our control, and any of them could increase costs and make extraction of any identified mineral resource unprofitable.

Mineral operations are subject to applicable law and government regulation. Even if we discover a mineral resource in a commercially exploitable quantity, these laws and regulations could restrict or prohibit the exploitation of that mineral resource. If we cannot exploit any mineral resource that we might discover on our property, our business may fail.

Both mineral exploration and extraction require permits from various foreign, federal, state, provincial and local governmental authorities and are governed by laws and regulations, including those with respect to prospecting, mine development, mineral production, transport, export, taxation, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There can be no assurance that we will be able to obtain or maintain any of the permits required for the continued exploration of our mineral properties or for the construction and operation of a mine on our properties at economically viable costs. If we cannot accomplish these objectives, our business could fail.

We believe that we are in compliance with all material laws and regulations that currently apply to our activities but there can be no assurance that we can continue to remain in compliance. Current laws and regulations could be amended and we might not be able to comply with them, as amended. Further, there can be no assurance that we will be able to obtain or maintain all permits necessary for our future operations, or that we will be able to obtain them on reasonable terms. To the extent such approvals are required and are not obtained, we may be delayed or prohibited from proceeding with planned exploration or development of our mineral properties.

If we establish the existence of a mineral resource on our property in a commercially exploitable quantity, we will require additional capital in order to develop the property into a producing mine. If we cannot raise this additional capital, we will not be able to exploit the resource, and our business could fail.

If we do discover mineral resources in commercially exploitable quantities on our property, we will be required to expend substantial sums of money to establish the extent of the resource, develop processes to extract it and develop extraction and processing facilities and infrastructure. Although we may derive substantial benefits from the discovery of a major deposit, there can be no assurance that such a resource will be large enough to justify commercial operations, nor can there be any assurance that we will be able to raise the funds required for development on a timely basis. If we cannot raise the necessary capital or complete the necessary facilities and infrastructure, our business may fail.

Mineral exploration and development is subject to extraordinary operating risks. We do not currently insure against these risks. In the event of a cave-in or similar occurrence, our liability may exceed our resources, which would have an adverse impact on our company.

Mineral exploration, development and production involve many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Our operations will be subject to all the hazards and risks inherent in the exploration for mineral resources and, if we discover a mineral resource in commercially exploitable quantity, our operations could be subject to all of the hazards and risks inherent in the development and production of resources, including liability for pollution, cave-ins or similar hazards against which we cannot insure or against which we may elect not to insure. Any such event could result in work stoppages and damage to property, including damage to the environment. We do not currently maintain any insurance coverage against these operating hazards. The payment of any liabilities that arise from any such occurrence would have a material adverse impact on our company.

Mineral prices are subject to dramatic and unpredictable fluctuations.

We expect to derive revenues, if any, either from the sale of our mineral rights or from the extraction and sale of ore. The price of those commodities has fluctuated widely in recent years, and is affected by numerous factors beyond our control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of base and precious metals, and therefore the economic viability of any of our exploration properties and projects, cannot accurately be predicted.

The mining industry is highly competitive and there is no assurance that we will continue to be successful in acquiring mineral claims. If we cannot continue to acquire properties to explore for mineral resources, we may be required to reduce or cease operations.

The mineral exploration, development, and production industry is largely un-integrated. In identifying and acquiring mineral resource properties, we compete with many companies possessing greater financial resources and technical facilities. This competition could adversely affect our ability to acquire suitable prospects for exploration in the future. Accordingly, there can be no assurance that we will acquire any interest in additional mineral resource properties that might yield reserves or result in commercial mining operations.

An adequate supply of water may not be available to undertake mining and production at our property.

The amount of water that we are entitled to use from wells must be determined by the appropriate regulatory authorities. A determination of these rights is dependent in part on our ability to demonstrate a beneficial use for the amount of water that we intend to use. Unless we are successful in developing a property to a point where it can commence commercial production of tungsten or other precious metals, we may not be able to demonstrate such beneficial use. Accordingly, there is no assurance that we will have access to the amount of water needed to operate a mine at our property.

Title to mineral properties can be uncertain and we are at risk of loss of ownership of our property.

Our ability to explore and operate our property depends on the validity of title to that property. Unpatented mining claims provide only possessory title and their validity is often subject to contest by third parties or the federal government, which makes the validity of unpatented mining claims uncertain and generally more risky. These uncertainties relate to such things as the sufficiency of mineral discovery, proper posting and marking of boundaries, assessment work, and possible conflicts with other claims not determinable from descriptions of record. We have not obtained a title opinion on any of our properties, with the attendant risk that title to some claims, particularly title to undeveloped property, may be defective. There may be valid challenges to the title to our property which, if successful, could impair development and/or operations. We remain at risk that the mining claims may be forfeited either to the United States or to rival private claimants due to failure to comply with statutory requirements as to location and maintenance of the claims or challenges to whether a discovery of a valuable mineral exists on every claim.

Government regulation may adversely affect our business and planned operations.

Mineral exploration and development activities are subject to various laws governing prospecting, development, taxes, labor standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people, and other matters. We cannot assure you that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail our exploration or development of our property.

Our operating costs could be adversely affected by inflationary pressures especially to labor, equipment, and fuel costs.

The global economy is currently experiencing a period of high commodity prices and as a result the mining industry is attempting to increase production at new and existing projects, while also seeking to discover, explore and develop new projects. This has caused significant upward price pressures in the costs of mineral exploration companies, especially in the areas of skilled labor and drilling equipment, both of which are in tight supply and whose costs are increasing. Continued upward price pressures in our exploration costs may have an adverse impact to our business.

Severe weather or violent storms could materially affect our operations due to damage or delays caused by such weather.

Our exploration activities are subject to normal seasonal weather conditions that often hamper and may temporarily prevent exploration activities. There is a risk that unexpectedly harsh weather or violent storms could affect areas where we conduct exploration activities. Delays or damage caused by severe weather could materially affect our operations or our financial position.

Our business is dependent on key executives and the loss of any of our key executives could adversely affect our business, future operations and financial condition.

We are dependent on the services of our executive officers, Guy Martin and Douglas Oliver. The foregoing officers have many years of experience and extensive backgrounds in the mining industry in general. We may not be able to replace that experience and knowledge with other individuals. We do not have “Key-Man” life insurance policies on either Mr. Martin or Mr. Oliver. The loss of any of our current executive officers or our inability to attract and retain additional highly skilled employees may adversely affect our business, future operations, and financial condition.

Legislation has been proposed that could significantly affect the mining industry in the United States of America.

Members of the U.S. Congress have repeatedly introduced bills which would supplant or alter the provisions of the Mining Law of 1872. If enacted, such legislation could change the cost of holding unpatented mining claims and could significantly impact our ability to develop mineralized material on unpatented mining claims.

A significant portion of the present Cherry Creek Tungsten Project’s land position is located on unpatented mining claims located on U.S. federal public lands. The rights to use such claims are granted under the Mining Law of 1872. Unpatented mining claims are unique property interests in the United States, and are generally considered to be subject to greater title risk than other real property interests because the validity of unpatented mining claims is often uncertain. This uncertainty arises, in part, out of the complex federal and state laws and regulations under the 1872 Mining Law and the interaction of the 1872 Mining Law and other federal and state laws, such as those enacted for the protection of the environment.

In recent years, the U.S. Congress has considered a number of proposed amendments to the 1872 Mining Law. If adopted, such legislation could, among other things:

- impose a royalty on the production of metals or minerals from unpatented mining claims;
 - reduce or prohibit the ability of a mining company to expand its operations; and
- require a material change in the method of exploiting the reserves located on unpatented mining claims.

All of the foregoing could adversely affect the economic and financial viability of future mining operations at the Cherry Creek Tungsten Project. Although it is impossible to predict at this point what any legislated royalties might be, enactment could adversely affect the potential for development of such federal unpatented mining claims.

Amendments to current laws, regulations, and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on our business and cause increases in exploration expenses, capital expenditures, or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Fluctuating tungsten prices could negatively impact our business plan.

The potential for profitability of our tungsten mining operations and the value of our mining properties are directly related to the market price of tungsten. Tungsten is typically priced according to metric ton units (mtu) of Ammonium Paratungstate (APT), which is equal to 10 kg. 1 MTU of APT contains approximately 7.93kgs of tungsten. APT and concentrate prices are mainly based on quotations published twice weekly by London's metal bulletin and other trade journals (ITIA). The price of tungsten may have a significant influence on the market price of our shares. If we obtain positive drill results and progress our property to a point where a commercial production decision can be made, our decision to put a mine into production and to commit the funds necessary for that purpose must be made long before any revenue from production would be received. A decrease in the price of tungsten at any time during future exploration and development may prevent our property from being economically mined or result in the write-off of assets whose value is impaired as a result of lower tungsten prices. The price of tungsten is affected by numerous factors beyond our control, including inflation, fluctuation of the United States dollar and foreign currencies, global

and regional demand, and the political and economic conditions of major tungsten producing countries throughout the world. The volatility of mineral prices represents a substantial risk which no amount of planning or technical expertise can fully eliminate. In the event tungsten prices decline and remain low for prolonged periods of time, we might be unable to develop our properties or produce any revenue.

The volatility in tungsten prices is illustrated by the following table, which sets forth, for the periods indicated (calendar year), the quotations published by London's "Metal Bulletin" as reproduced by the International Tungsten Industry Association.

Source – <http://www.itia.info/tungsten-prices.html>

The US APT quotation (stu) and the FeW quotation have been converted to mtu of WO₃ to facilitate price comparisons and the annual averages have been calculated by ITIA. A metric ton unit (mtu) is 10kg. A metric ton unit of tungsten trioxide (WO₃) contains 7.93kgs of tungsten. A short ton unit (stu) is 20 pounds.

Estimates of mineralized materials are subject to geologic uncertainty and inherent sample variability.

Although the estimated resources at our existing property will be delineated with appropriately spaced drilling, there is inherent variability between duplicate samples taken adjacent to each other and between sampling points that cannot be reasonably eliminated. There also may be unknown geologic details that have not been identified or correctly appreciated at the proposed level of delineation. This results in uncertainties that cannot be reasonably eliminated from the estimation process. Some of the resulting variances can have a positive effect and others can have a negative effect on mining and processing operations. Acceptance of these uncertainties is part of any mining operation.

Risks Related To Our Company

The fact that we have not earned any operating revenues since our inception raises substantial doubt about our ability to continue to explore our mineral properties as a going concern.

We have not generated any revenue from operations since our inception and we anticipate that we will continue to incur operating expenses without revenues unless and until we are able to identify a mineral resource in a commercially exploitable quantity on our mineral property and we build and operate a mine. We had cash in the amount of \$7,163 as of December 31, 2012. At December 31, 2012, we had working capital deficit of \$42,890. We incurred a net loss of \$21,600 since inception. We estimate our average monthly operating expenses to be approximately \$35,000, including mineral property costs, management services and administrative costs. Should the results of our planned exploration require us to increase our current operating budget, we may have to raise additional funds to meet our currently budgeted operating requirements for the next 12 months. As we cannot assure a lender that we will be able to successfully explore and develop our mineral property, we will probably find it difficult to raise debt financing from traditional lending sources. We have traditionally raised our operating capital from sales of equity securities, but there can be no assurance that we will continue to be able to do so. If we cannot raise the money that we need to continue exploration of our mineral property, we may be forced to delay, scale back, or eliminate our exploration activities. If any of these were to occur, there is a substantial risk that our business would fail. These circumstances lead our independent registered public accounting firm, in their report dated April 10, 2013, to comment about our company's ability to continue as a going concern

Our future is dependent upon our ability to obtain financing. If we do not obtain such financing, we may have to cease our exploration activities and investors could lose their entire investment.

There is no assurance that we will operate profitably or generate positive cash flow in the future. We will require additional financing in order to proceed beyond the first few months of our exploration program. We will also require additional financing for the fees we must pay to maintain our status in relation to the rights to our property and to pay the fees and expenses necessary to become and operate as a public company. We will also need more funds if the costs of the exploration of our existing projects are greater than we have anticipated. We will also require additional financing to sustain our business operations if we are not successful in earning revenues. We may not be able to obtain financing on commercially reasonable terms or terms that are acceptable to us when it is required. Our future is dependent upon our ability to obtain financing. If we do not obtain such financing, our business could fail and investors could lose their entire investment.

Because we may never earn revenues from our operations, our business may fail and then investors may lose all of their investment in our company.

We have no history of revenues from operations. We have yet to generate positive earnings and there can be no assurance that we will ever operate profitably. Our company has a limited operating history and is in the exploration stage. The success of our company is significantly dependent on the uncertain events of the discovery and exploitation of mineral reserves on our property or selling the rights to exploit those mineral reserves. If our business plan is not successful and we are not able to operate profitably, then our stock may become worthless and investors may lose all of their investment in our company.

Prior to completion of the exploration and pre-feasibility and feasibility stages, we anticipate that we will incur increased operating expenses without realizing any revenues. We therefore expect to incur significant losses into the foreseeable future. We recognize that if we are unable to generate significant revenues from the exploration of our mineral claims in the future, we will not be able to earn profits or continue operations. There is no history upon which to base any assumption as to the likelihood that we will prove successful, and we can provide no assurance that we will generate any revenues or ever achieve profitability. If we are unsuccessful in addressing these risks, our business will fail and investors may lose all of their investment in our company.

We may be required to incur significant costs and require significant management resources to evaluate our internal control over financial reporting as required under Section 404 of the Sarbanes-Oxley Act, and any failure to comply or any adverse result from such evaluation may have an adverse effect on our stock price.

As a smaller reporting company as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended, we are required to evaluate our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 ("Section 404"). Section 404 requires us to include an internal control report with our Annual Report on Form 10-K. This report must include management's assessment of the effectiveness of our internal control over financial reporting as of the end of the fiscal year. This report must also include disclosure of any material weaknesses in internal control over financial reporting that we have identified. Failure to comply, or any adverse results from such evaluation could result in a loss of investor confidence in our financial reports and have an adverse effect on the trading price of our equity securities. As of October 31, 2012, the management of the Company assessed the effectiveness of the Company's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Management concluded, as of the quarter ended October 31, 2012, that its internal controls and procedures were effective to detect the inappropriate application of U.S. GAAP rules.

Achieving continued compliance with Section 404 may require us to incur significant costs and expend significant time and management resources. No assurance can be given that we will be able to fully comply with Section 404 or that we and our independent registered public accounting firm would be able to conclude that our internal control over financial reporting is effective at fiscal year end. As a result, investors could lose confidence in our reported financial information, which could have an adverse effect on the trading price of our securities, as well as subject us to civil or criminal investigations and penalties. In addition, our independent registered public accounting firm may not agree with our management's assessment or conclude that our internal control over financial reporting is operating effectively.

Risks Associated with Our Common Stock

Trading on the OTC Bulletin Board may be volatile and sporadic, which could depress the market price of our common stock and make it difficult for our stockholders to resell their shares.

Our common stock is quoted on the OTC Bulletin Board service of the Financial Industry Regulatory Authority. Trading in stock quoted on the OTC Bulletin Board is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with our operations or business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, the OTC Bulletin Board is not a stock exchange, and trading of securities on the OTC Bulletin Board is often more sporadic than the trading of securities listed on a quotation system like NASDAQ or a stock exchange like NYSE Amex. Accordingly, shareholders may have difficulty reselling any of their shares.

Our stock is a penny stock. Trading of our stock may be restricted by the SEC's penny stock regulations and FINRA's sales practice requirements, which may limit a stockholder's ability to buy and sell our stock.

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15c-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in, and limit the marketability of, our common stock.

In addition to the "penny stock" rules promulgated by the Securities and Exchange Commission, the Financial Industry Regulatory Authority has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, the Financial Industry Regulatory Authority believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. The Financial Industry Regulatory Authority's requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock.

To date, we have not paid any cash dividends and no cash dividends will be paid in the foreseeable future.

We do not anticipate paying cash dividends on our common stock in the foreseeable future and we may not have sufficient funds legally available to pay dividends. Even if the funds are legally available for distribution, we may nevertheless decide not to pay any dividends. We presently intend to retain all earnings for our operations.

The elimination of monetary liability against our directors, officers and employees under Nevada law and the existence of indemnification rights to our directors, officers and employees may result in substantial expenditures by our company and may discourage lawsuits against our directors, officers and employees.

Our Bylaws contain a provision permitting us to indemnify our directors and executive officers, and former directors and executive officers, to the fullest extent provided by Nevada law. The foregoing indemnification obligations could result in the Company incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, which we may be unable to recoup. These provisions and resultant costs may also discourage our company from bringing a lawsuit against directors and officers for breaches of their fiduciary duties, and may similarly discourage the filing of derivative litigation by our shareholders against our directors and officers even though such actions, if successful, might otherwise benefit our company and shareholders.

The relative lack of public company experience of our management team may put us at a competitive disadvantage.

Our management team lacks public company experience and is generally unfamiliar with the requirements of the United States securities laws, which could impair our ability to comply with legal and regulatory requirements such as those imposed by Sarbanes-Oxley Act of 2002. The individuals who now constitute our senior management team have never had responsibility for managing a publicly traded company. Such responsibilities include complying with federal securities laws and making required disclosures on a timely basis. Our senior management may not be able to implement programs and policies in an effective and timely manner that adequately responds to such increased legal, regulatory compliance and reporting requirements. Our failure to comply with all applicable requirements could lead to the imposition of fines and penalties and distract our management from attending to the growth of our business.

If we issue additional shares in the future, whether in connection with a financing or in exchange for services or rights, it will result in the dilution of our existing stockholders.

Our articles of incorporation authorize the issuance of up to 300,000,000 shares of common stock, par value \$0.0001, and 25,000,000 shares of preferred stock, par value \$0.0001. Our Board of Directors may choose to issue some or all of such shares to acquire one or more companies or properties, to fund our overhead and general operating requirements and in exchange for services rendered to the Company. Such issuances may not require the approval of our shareholders. Any future issuances may reduce the book value per share and may contribute to a reduction in the market price of the outstanding shares of our common stock. If we issue any such additional shares in the future, such issuance will reduce the proportionate ownership and voting power of all current shareholders.

Shares of our common stock that have not been registered under the Securities Act of 1933, as amended, regardless of whether such shares are restricted or unrestricted, are subject to resale restrictions imposed by Rule 144, including those set forth in Rule 144(i) which apply to a “shell company.” In addition, any shares of our common stock that are held by affiliates, including any received in a registered offering, will be subject to the resale restrictions of Rule 144(i).

Pursuant to Rule 144 of the Securities Act of 1933, as amended (“Rule 144”), a “shell company” is defined as a company that has no or nominal operations; and, either no or nominal assets; assets consisting solely of cash and cash equivalents; or assets consisting of any amount of cash and cash equivalents and nominal other assets. As such, we were a “shell company” pursuant to Rule 144 prior to the consummation of the Transaction, and as such, sales of our securities pursuant to Rule 144 are not able to be made until a period of at least twelve months has elapsed from the date that this Current Report on Form 8-K has been filed with the Commission reflecting the Company’s status as a non- “shell company.” Therefore, any restricted securities we sell in the future or issue to consultants or employees, in consideration for services rendered or for any other purpose will have no liquidity until and unless such securities are registered with the Commission and/or until a year after the date of the filing of this Current Report on Form 8-K and we have otherwise complied with the other requirements of Rule 144. As a result, it may be harder for us to fund our operations and pay our consultants with our securities instead of cash. Furthermore, it will be harder for us to raise funding through the sale of debt or equity securities unless we agree to register such securities with the Commission, which could cause us to expend additional resources in the future. Our previous status as a “shell company” could

prevent us from raising additional funds, engaging consultants, and using our securities to pay for any acquisitions (although none are currently planned), which could cause the value of our securities, if any, to decline in value or become worthless. Lastly, any shares held by affiliates, including shares received in any registered offering, will be subject to the resale restrictions of Rule 144(i).

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the results of operations and financial condition of Nevada Tungsten Holdings Ltd. for the period from October 30, 2012 (inception) through December 31, 2012 should be read in conjunction with the audited financial statements and the notes to those financial statements that are included elsewhere in this Current Report on Form 8-K.

Overview

We were incorporated under the laws of the state of Nevada on June 5, 2008. On April 8, 2013, we entered into and closed a stock exchange agreement with Guy Martin and Nevada Tungsten Holdings Ltd. Pursuant to the terms of the SEA, we acquired all of the issued and outstanding shares of Nevada Tungsten Holdings Ltd.'s common stock from Mr. Martin in exchange for the issuance by our company of 3,000,000 shares of our common stock to Guy Martin (the "Transaction"). As a result of the Transaction, Nevada Tungsten Holdings Ltd. became our wholly-owned subsidiary and we acquired an option to acquire a 100% interest in all tungsten on the Cherry Creek Tungsten Project.

Nevada Tungsten Holdings Ltd. was incorporated in the state of Nevada on October 30, 2012, with the goal of investigating for promising tungsten opportunities in the United States. Nevada Tungsten Holdings Ltd.'s operations since incorporation focused on the investigation and identification of promising tungsten opportunities, and as a result, it entered into the option agreement in regards to Cherry Creek Tungsten project described herein.

Our management's discussion and analysis of our financial condition and results of operations are only based on Nevada Tungsten Holdings Ltd.'s current business. Our previous shell company's results of operations are immaterial and will not be included in the discussion below.

Results of Operations for the period from October 30, 2012 (inception) to December 31, 2012

The following summary of our results of operations should be read in conjunction with our audited financial statements for the period from October 30, 2012 (inception) to December 31, 2012.

Our operating results for the period from October 30, 2012 (inception) to December 31, 2012:

	Period Ended December 31, 2012
Revenue	\$-
Expenses	\$1,209
Net Loss	\$(21,600)

Revenues

We have not earned any revenues since October 30, 2012 (inception) to the period ended December 31, 2012 and we do not anticipate earning revenues in the near future.

Expenses

Our expenses for the period ended December 31, 2012:

Period from
October 30,
2012
(inception)
to
December
31, 2012

Exploration expenses	\$-
General and administrative expenses	\$134
Professional fees	\$1,075

Our expenses for the period from October 30, 2012 to December 31, 2012 were comprised mainly of professional fees paid to in connection with the costs associated with our current and periodic report filing and accounting requirements.

Purchase of Significant Equipment

We do not intend to purchase any significant equipment over the next twelve months.

Personnel Plan

We do not expect any material changes in the number of employees over the next 12 month period. We do and will continue to outsource contract employment as needed.

Liquidity and Financial Condition

Overview

As of December 31, 2012, we had \$7,163 in cash and cash equivalents and a working capital deficiency of \$42,890, including \$50,053 in current liabilities comprised of \$23,000 in stockholder advances and claim payments due and related expenses of \$27,053.

For the year ended December 31, 2012, we used net cash of \$5,453 in operations and used net cash of \$21,291 in investing activities comprised of claim acquisition costs.

For the period from October 31, 2012 to December 31, 2012, we had \$23,000 in net cash flow provided by financing activities, representing stockholder advances.

On April 8, 2013 we closed a private placement consisting of 2,000,000 shares of common stock at an issuance price of \$0.25 per share for gross proceeds of \$500,000.

We intend to conduct exploration activities on our newly optioned property over the next twelve months. We estimate our operating expenses and working capital requirements for the next twelve month period to be as follows:

Estimated Expenses For the Next Twelve Month Period

General, Administrative, and Corporate Expenses	\$ 200,000
Operating Expenses	\$ 200,000
Exploration	\$ 250,000
Total	\$ 650,000

At present, our cash requirements for the next twelve months outweigh the funds available to maintain or develop our properties. Of the \$650,000 that we require for the next twelve months, we had \$7,163 in cash as of December 31, 2012. As a result of the private placement on April 8, 2013, we received gross proceeds of \$500,000. In order to improve our liquidity, we intend to pursue additional equity financing from private investors or possibly a registered public offering. We currently do not have any arrangements in place for the completion of any further private placement financings and there is no assurance that we will be successful in completing any further private placement financings. If we are unable to achieve the necessary additional financing, then we plan to reduce the amounts that we spend on our business activities and administrative expenses in order to be within the amount of capital resources that are available to us.

Our current cash requirements are significant due to planned exploration and development of current projects, and we anticipate generating losses. In order to execute on our business strategy, including the exploration and development

of our current mining property, we will require additional working capital, commensurate with the operational needs of our planned drilling projects and obligations. Accordingly, we expect to continue to use debt and equity financing to fund operations for the next twelve months, as we look to expand our asset base and fund exploration and development of our projects. There are no assurances that we will be able to raise the required working capital on terms favorable to us, or that such working capital will be available on any terms when needed. Any failure to secure additional financing may force us to cease our operations.

We cannot be sure that our future working capital or cash flows will be sufficient to meet our debt obligations and commitments. Any insufficiency and failure by us to renegotiate such existing debt obligations and commitments would have a negative impact on our business and financial condition, and may result in legal claims by our creditors. Our ability to make scheduled payments on our debt as they become due will depend on our future performance and our ability to implement our business strategy successfully. Failure to pay our interest expense or make our principal payments would result in a default. A default, if not waived, could result in acceleration of our indebtedness, in which case the debt would become immediately due and payable. If this occurs, we may be forced to sell or liquidate assets, obtain additional equity capital or refinance or restructure all or a portion of our outstanding debt on terms that may be less favorable to us. In the event that we are unable to do so, we may be left without sufficient liquidity and we may not be able to repay our debt and the lenders may be able to foreclose on our assets or force us into bankruptcy proceedings or involuntary receivership.

Contractual Obligations Table

The following table outlines payments due under our significant contractual obligations over the periods shown, exclusive of interest:

Contractual Obligations At February 28, 2012	Payments due by Period					Total
	Less than One Year	One to Three Years	Three to Five Years	More Than Five Years		
Exploration Expenditure Obligations	\$ 250,000	\$ 1,250,000	\$ -	\$ -	\$ 1,500,000	
Purchase Obligations	\$ 100,000	\$ 50,000	\$ -	\$ -	\$ 150,000	

The above table outlines our obligations as of February 28, 2012 and does not reflect any changes in our obligations that have occurred after that date.

Off-Balance Sheet Arrangements

There are no 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 is material to investors.

Our principal capital resources have been through the subscription and issuance of common stock, although we have also used stockholder loans and advances from related parties.

Going Concern

The Company incurred net losses of \$21,600 since Inception (October 30, 2012) to December 31, 2012 and has commenced limited operations, raising substantial doubt about the company's ability to continue as a going concern. We will seek additional sources of capital through the issuance of debt or equity financing, but there can be no assurance we will be successful in accomplishing its objectives.

The ability of the Company to continue as a going concern is dependent on additional sources of capital and the success of the Company's plan. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Critical Accounting Policies

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the company considers highly liquid financial instruments purchased with a maturity of three months or less to be cash equivalents.

Income Taxes

The company accounts for its income taxes in accordance with Statement of Financial Accounting Standards No. 109, which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

The company has a net operating loss carry-forward to be used in future years. The company has established a valuation allowance for the full tax benefit of the operating loss carry-forwards due to the uncertainty regarding realization.

Fair Value of Financial Instruments

Financial accounting standards statement No.107. "Disclosure About Fair Value of Financial Instruments", requires the company to disclose, when reasonably attainable, the fair market value of its assets and liabilities which are deemed to be financial instruments. The carrying amount and estimated fair values of the company's financial instruments approximated their fair value due to their short-term nature.

Net Loss Per Common Share

The company computes net loss per share in accordance with SFAS No. 128, "Earnings per Share" (SFAS 128) and SEC Staff Accounting Bulletin No. 98 (SAB 98). Under the provisions of SFAS 128 and SAB 98, basic net loss per share is computed by dividing the net loss available to common stockholders for the period by the weighted average number of shares of common stock outstanding during the period. The calculation of diluted net loss per share gives effect to common stock equivalents; however, potential common shares are excluded if their effect is anti-dilutive. For the period from July 20, 2006 (Date of Inception) through August 31, 2008, the Company had no potentially dilutive securities.

Stock-Based Compensation

The company has not adopted a stock option plan and has not granted any stock options. Accordingly, no stock-based compensation has been recorded to date.

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement No. 157, "Fair Value Measurements" (FAS 157), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of FAS 157 become effective as of the beginning of our 2009 fiscal year. We adopted FAS 157 on September 1, 2008. The adoption did not have a significant impact on our financial statements.

In September 2006, the FASB issued Statement No. 158, "Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans - an amendment of FASB Statements No. 87, 88, 106, and 132(R)" (FAS 158). FAS 158 requires that employers recognize the funded status of their defined benefit pension and other postretirement plans on the balance sheet and recognize as a component of other comprehensive income, net of tax, the plan-related gains or losses and prior service costs or credits that arise during the period but are not recognized as components of net periodic benefit cost. We adopted FAS 158 on April 30, 2007. The adoption of FAS 158 did not have a significant impact on our financial statements.

In February 2007, the FASB issued Statement No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115" (FAS 159). FAS 159 permits companies to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value and establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. We adopted FAS 159 on September 1, 2008. The adoption did not have a significant impact on our financial statements.

In December 2007, the FASB issued SFAS 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51 which applies to all entities that prepare consolidated financial statements, except not-for-profit organizations, but will affect only those entities that have an outstanding noncontrolling interest in one or more subsidiaries or that deconsolidate a subsidiary. The statement is effective for annual periods beginning after December 15, 2008.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities - an amendment of FASB Statement No. 133," (SFAS "161") as amended and interpreted, which requires enhanced disclosures about an entity's derivative and hedging activities and thereby improves the transparency of financial reporting. Disclosing the fair values of derivative instruments and their gains and losses in a tabular format provides a more complete picture of the location in an entity's financial statements of both the derivative positions existing at period end and the effect of using derivatives during the reporting period. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Early adoption is permitted. The company is currently evaluating the impact that FAS 161 will have on our financial statements.

In May 2008, the FASB issued SFAS No. 163, "Accounting for Financial Guarantee Insurance Contracts - an interpretation of FASB Statement No. 60." SFAS 163 requires that an insurance enterprise recognize a claim liability prior to an event of default (insured event) when there is evidence that credit deterioration has occurred in an insured financial obligation. This Statement also clarifies how Statement 60 applies to financial guarantee insurance contracts, including the recognition and measurement to be used to account for premium revenue and claim liabilities. Those clarifications will increase comparability in financial reporting of financial guarantee insurance contracts by insurance enterprises. This Statement requires expanded disclosures about financial guarantee insurance contracts. The accounting and disclosure requirements of the Statement will improve the quality of information provided to users of financial statements. SFAS 163 will be effective for financial statements issued for fiscal years beginning after December 15, 2008. The Company does not expect the adoption of SFAS 163 will have a material impact on its financial condition or results of operation.

PROPERTIES

Our facilities: As of the date of this current report, our executive, administrative, and operating offices are located at 1671 Southwest 105 Lane, Davie, Florida, 33324. We believe these facilities are adequate for our current needs and that alternate facilities on similar terms would be readily available if needed. This property is provided free of charge by our President, although we do not have any specific agreement in this regard.

As of the date of this Current Report on Form 8-K, we hold an option to acquire an interest in the Cherry Creek Tungsten Project pursuant to the Option Agreement entered into by our subsidiary, Nevada Tungsten Holdings

Ltd. For a description of the Option Agreement, please see the section entitled “Business” above.

Cherry Creek Tungsten Project

Location

The Cherry Creek Tungsten Project consists of 32 patented and unpatented mining claims situated in White Pine County, Nevada. The Project is approximately 52 miles by paved highway northeast of Ely, Nevada. The Cherry Creek Mining District has been known mainly for its long history of silver production, dating back to the late nineteenth century. In the year 1915, tungsten production commenced at the Shoestring Mine. From that time on, tungsten production was conducted on an intermittent basis mainly during the times of the two world wars and the Korean conflict. The last known production was in 1977 from the Shoestring Mine.

Mineralization

Examination of the property descriptions where tungsten was mined reveals a common mineralogy and mode of occurrence for all the tungsten bearing zones of the Cherry Creek District. These common characteristics are listed here.

- Ø Hosted within a carbonate rich environment, i.e.: limestone.
- Ø Occurrences within quartz carbonate veins, often in coarse crystalline form.
- Ø Proximity to or within contact zones between two rock types
- Ø A north to northeast strike, parallel to the general trend of the range.
- Ø The major tungsten occurrences are within or adjacent to the Exchequer Fault Zone
- Ø The mineral Scheelite is usually the only tungsten bearing mineral in the previously mined zones, with Wolframite rarely noted or only as a minor accessory mineral.

Initial Exploration

Based on these common characteristics noted above, it would appear that any future exploration for tungsten in the Cherry Creek area can be most efficiently accomplished through the following steps in the order set out below, the first three of which are addressed below.

We intend to undertake an analysis and interpretation of the newly acquired Spectral satellite images, discussed in more detail below, to identify the most favorable locations for new tungsten discoveries. These steps will consist of:

1. Undertake a correlation of the former tungsten production locations with carbonate highs identified on the Spectral images.
2. Identify these more favourable locations by unique identifiers and tie them into known landmarks and claim numbers.
 3. Undertake reconnaissance field traverses to the target areas when the weather permits.
 4. Collect samples for assay and conduct organized area-wide geochemical surveys.
5. Trenching and bulk samples in the best locations as identified by the initial sampling and geochemical surveys.

Once the above work has been undertaken a more comprehensive picture of the potential for re-establishing a producing tungsten facility can be established.

Summary of the spectral satellite images and description of targets

Using Spectral Imaging technology, images can be observed at the known tungsten mining locations, and the new locations that appear to contain the potential for locating new, undiscovered tungsten occurrences. Noted below, there are a series of lettered target localities that are to be described that are keyed to both a spectral satellite image as well as the latest claim map of the Cherry Creek Tungsten claims. A review of all the available geological reports and property reports for White Pine County as well as for the Cherry Creek District indicates a common theme for the occurrence of tungsten deposits and occurrences, and where one should be looking to find any new potential deposits

The images illustrate the overall limits of the Proterozoic Prospect Mountain Quartzite, which shows as a prominent area of bright blue (or pink depending upon which bands are used) which outlines the main portion of the range above the 7,000 foot level, and occupying the Cherry Creek Range east of the main crest of this range. (Figure 1) The areas of orange coloration represent the carbon index as detected by the spectral imagery. These primary areas of interest are identified by letter designation and are identified as Target "A", Target "B", and so on. For each target area there is a summary that describes the underlying rock types, the claim numbers that it is located on, nearby or on site mining

locations, and means of access to the target area. As well the NAD 27 CONUS co-ordinates and elevation at the center point of each target is also included. As these spectral images are from satellite height, the resolution of these is of reconnaissance scale and consequently these images serve to highlight regional features such as faults, rock types and large scale features. The nine main past mining locations that produced tungsten that lie within or nearby to the HENW claim group are highlighted with yellow dots.

The carbonate highs detected are summarized as a series of target zones. Each target described here is identified by a letter designation and is keyed to Figure 1. Figure 2 is a claim map, with these same targets keyed onto it. The value of the use of Spectral imagery is that the areas of carbonate rich rocks such as limestone can complement and enhance the value of geological maps and prior historical data by showing the true areal extent of the carbonate rich rock units, which are the most favorable locale in which to identify and explore for tungsten deposits. Of the targets A-G that are summarized here, only Targets "B" and "C", fall within the Cherry Creek Tungsten Project. These two targets however are on an N 60 W trend that we believe most likely represents a strong and significant linear structural feature such as a fault. We believe a noteworthy feature of these targets going from "A" to "G", is that they show a regional trend that follows the trend of the Cherry Creek Range and roughly parallel the trend of the Exchequer Fault Zone.

Figure 1: Spectral Image with Targets

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Figure 2: Topo Claim Map with targets and mine locations (numbered dots).

Table 1 below, is a detail of the Tungsten producing mine properties that are within or close to the Cherry Creek Tungsten Project. Although the Big Giant (Target “E”) lies outside this claim group, we believe it is worth noting as it seems to lay on a trend that point northwesterly towards the Chance Mine.

From Figure 2 above, it shows two areas of interest around the Ticup-Old Timer in the east half and the Pinenut Nut Canyon on the west side. The tungsten potential of the northern and southeast areas is yet to be evaluated as these areas remain largely unexplored, due in part to the challenges of difficult access and lack of previous exploration.

We believe that this table illustrates that the best producer for Tungsten in this area was by far the Ticup-Old-Timer Mines area.

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Figure 3: Geology Map with targets

Target "A": 679000 E, 4420400 N, Elev. 7,378 feet.: This is a roughly circular zone, 1,500 feet in diameter that lies on the east facing side of the range, one-half mile north of the Maryanne Mine. This location on the geological map is an area of quartzite in contact with overlying Ordovician limestone and the closest Claim to this target is HENW 74 on the north side of the patent area.

Target "B": 679350 E, 4420900 N, Elev. 7,300 feet: This is the east end of what appears to be a fault zone that parallels the Maude Canyon area on its south flank. Access to this target is along the trail that connects the Maryanne Mine with the Ticup and Old Timer Mines further north. The geology at this target is mapped as quartzite, although along this road shale beds and limestone outcrops were observed and we believe this area most likely contains a contact zone location that would favor the deposition of tungsten bearing veins. The claims that contain this zone are the northwest edge of the Maryanne Patent Group, and Viscount Claims HENW 92 and HENW 94. This target is the east end of a N 60 W linear feature that we believe is suggestive of a fault.

Target "C": 678900 E, 4421100 N, Elev. 7,801 feet.: This is the west zone of the apparent NW trending fault zone that is described in Target "B", however accessibility might be a problem due to the very steep ridge that is above the south side of Maude Canyon. The geological map shows this area is mainly limestone. The bright orange Spectral response here suggests a very high carbonate index and this area does represent a high priority for locating tungsten mineralization. The claims that contain this zone are HENW 87, 88, 89, and 90.

Target "D": 679800 E, 4421150 N, Elev. 7,093 feet. This target is at the apex of a sharp curve along the trail between the Maryanne and the Ticup/Old Timer Mines, at the north side of Maude Canyon. It is 800-900 feet east of HENW 93 and may contain a structure that trends west-northwest back onto the HENW claims. The geology as mapped here is a north-south trending contact between quartzite and shale. Some minor workings in this area, downslope from the road, have been observed.

Target "E": 680000 E, 4422300 N, Elev. 7,637 feet: This location is on the crest of the mountain directly above the Grey Eagle Mine, and can be easily accessed by a short traverse northwest from the Grey Eagle Mine shaft. Quartzite outcroppings with numerous vein structures are present along a series of northwest trending, southwesterly dipping fault zones. As this target is some distance east of the HENW claim group this target is described for information purposes only.

Target "F": 678300 E, 4423600 N, Elev. 8,160 feet: Although this area is well away from the claims held it may well be part of a regional cross cutting feature that trends back towards the Ticup-old Timer Mines location.

Target "G": 681000 E, 4424000 N, Elev. 7,975 feet: This location is at the head of the Montgomery Canyon, is located within an area mapped as Ordovician limestone, and is fairly high and remote above any trail that would provide access. It would be recommended that a traverse along the head of Montgomery Canyon to locate the floats that originate from this area.

We believe the Pinenut Canyon-Shoestring Mine area may represent the best and most accessible area where there is known tungsten deposits and occurrences with the Pine Nut Canyon mine having a relatively recent history of tungsten production. The highlighted areas with a strong carbonate response seem to match up with or are fairly close to mine workings and prospect areas. The following figure shows this area with claims plotted on to it. It should be noted that this figure is approximated from claim maps and topo maps and close accuracy of locations within 200 feet cannot be guaranteed. It would appear that the most prospective areas as identified on this image that the carbonate highs on Claim CW 1, HENW 48, HENW 50, and HENW 68 would be prime targets to be visited and evaluated on a top priority basis. Other anomalous features of interest would be on CW 4, HENW 64, and HENW 66 and 101.

Without further actual ground truthing, traversing, and geochemistry, there is no certain way to categorically state that there will be tungsten resources found in situ on any of these locations, however the use of Spectral Associates International Spot Imagery can serve to be used as one of the tools to be use to guide future exploration efforts more efficiently by identifying more specifically the best targets to consider for future exploration efforts.

Figure 4: Pinenut Canyon-Shoestring Mine Area. Mine locations marked by yellow dots. 7-Bluebell, 8-Pinenut, 9-Shoestring.

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Figure 5: Ticup-Old Timer Spectral Image Detail. 3-Big Giant, 4-old Timer, 5-Ticup, 6-Fillmore. The dashed heavy black line is what is interpreted as a possible cross-cutting fault trend.

In regards to the Ticup-Old Timer Mines area, on the image as seen on Figure 5 above, there is a definite boundary that coincides with the known contact for the Prospect Mountain Quartzite as can be noted on Figure 6 which follows. Although there does not seem to be any notable Spectral signature that would identify the location of the Geneva, Ticup or Old Timer Mines, there is a well definable feature that has all the appearance of a cross-cutting fault zone that exhibits a high carbonate alteration index. We believe this structure points at the Fillmore Mine and this location may well represent a high potential for discovering new Tungsten occurrences, as well as other mineral commodities.

Figure 6: Ticup-Old Timer Area, Geology and Claims.

Based upon our available data, we believe that the claims comprising the Cherry Creek Tungsten Project are not only noteworthy for its known Tungsten deposits, but it most likely represent an excellent choice of area in which new, yet undiscovered Tungsten occurrences are likely to be found. There is no known mineral resource or mineral reserve estimates and there is no known recent mineral production from the property.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of April 8, 2013, certain information with respect to the beneficial ownership of our common stock by each stockholder known by us to be the beneficial owner of more than 5% of our common stock and by each of our current directors and executive officers. Each person has sole voting and investment power with respect to the shares of common stock. Beneficial ownership consists of a direct interest in the shares of common stock, except as otherwise indicated.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class(1)	
Guy Martin President, Chief Executive Officer, Treasurer, Secretary, Chief Financial Officer and Director Southwest 105 Lane, Davie, Florida, 33324	3,000,000	4.2	%
Douglas Oliver Director, Vice-President Exploration 1671 Southwest 105 Lane, Davie, Florida, 33324	3,000,000	4.2	%
Mario Jakiri Tolentino Director(1) 1671 Southwest 105 Lane, Davie, Florida, 33324	-	-	
Directors and Executive Officers as a Group(2)	6,000,000	8.4	%
Owen Orendain Blk 225 02-213 Tampines St 23, Singapore 521225	22,500,000	30.8	%

(1) Mr. Tolentino resigned on the Closing Date.

(2) Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding on April 8, 2013. As of April 8, 2013, there were 71,000,000 shares of our company's common stock issued and outstanding.

Change in Control

We are not aware of any arrangement that might result in a change in control of our company in the future.

DIRECTORS AND EXECUTIVE OFFICERS

All directors of our company hold office until the next annual meeting of the security holders or until their successors have been elected and qualified. The officers of our company are appointed by our board of directors and hold office until their death, resignation or removal from office. Our directors and executive officers, their ages, positions held, and duration as such, are as follows:

Name	Position Held with the Company	Age	Date First Elected or Appointed
Guy Martin	President, Chief Executive Officer, Treasurer, Secretary, Chief Financial Officer and Director	54	April 8, 2013
Douglas Oliver	Director, Vice-President Exploration	61	December 14, 2012

Business Experience

The following is a brief account of the education and business experience during at least the past five years of our director and executive officer, indicating his principal occupation during that period, and the name and principal business of the organization in which such occupation and employment were carried out.

Guy Martin

Guy Martin has over 30 years of corporate operational experience, having served in executive capacities for a number of domestic and international companies. From 2005 to 2008, Mr. Martin served as a principal of Backyard Dreams LLC, a residential remodeling company in Davie, Florida. From 2008 to 2010, Mr. Martin served as the Corporate Director of Strategy and Project Management of Intcomex, an information technology product distributor to Latin America located in Miami, Florida. Mr. Martin then served as the Chief Operating Officer of Chukka Caribbean Adventures, an adventure tour operator headquartered in Montego Bay, Jamaica, from 2010 to 2011. In 2011, Mr. Martin formed Blue Moon Advisors, an operations, financial planning and management consulting firm to start-ups, mining and tourism companies and currently serves as both the owner and a consultant. Mr. Martin currently holds the position of Chief Executive Officer at Coyote Resources Inc. (COYR), a publicly traded junior gold and silver exploration company. Mr. Martin has a Bachelor of Science degree in Electrical Engineering from the New Jersey Institute of Technology. We believe that Mr. Martin's business, management and industry experience will be an invaluable resource as we seek to develop our business and further exploration activities.

Douglas Oliver

Dr. Oliver is a career geologist with 30 years experience in mineral exploration. Since 2008, Mr. Oliver has served as President of Oliver Geoservices, a business he founded in 2008, which specializes in minerals exploration management, economic evaluations and independent reviews. In 1973, Mr. Oliver received a Bachelor of Science in Geology from Rutgers University, a MBA from the University of Texas at Austin in 1988, and a Ph.D. in Tectonics from Southern Methodist University in 1996. Mr. Oliver's background with business operations led to our conclusion that he should serve as a director in light of our business and structure.

Family Relationships

There are no family relationships among our directors or executive officers.

Involvement in Certain Legal Proceedings

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None of our directors, executive officers, promoters or control persons has been involved in any of the following events during the past ten years:

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

2. Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:

i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

ii. Engaging in any type of business practice; or

iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. Such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (f)(3)(i) of this section, or to be associated with persons engaged in any such activity;

5. Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. Such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

i. Any Federal or State securities or commodities law or regulation; or

ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Compensation Committee Interlocks and Insider Participation

No interlocking relationship exists between our board of directors and the board of directors or compensation committee of any other company, nor has any interlocking relationship existed in the past.

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Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers, and shareholders holding more than 10% of our outstanding Common Stock to file with the SEC initial reports of ownership and reports of changes in beneficial ownership of our Common Stock. Executive officers, directors, and persons who own more than 10% of our Common Stock are required by SEC regulations to furnish us with copies of all Section 16(a) reports they file.

Based solely upon a review of Forms 3, 4, and 5 delivered to us as filed with the SEC during our most recent fiscal year, none of our executive officers and directors, and persons who own more than 10% of our Common Stock failed to timely file the reports required pursuant to Section 16(a) of the Exchange Act, except that Mr. Douglas Oliver failed to file a Form 3 in connection with his appointment on December 14, 2012 as an officer and director of the Company.

Nominations to the Board of Directors

Our directors take a critical role in guiding our strategic direction and oversee the management of the Company. Board candidates are considered based upon various criteria, such as their broad-based business and professional skills and experiences, a global business and social perspective, concern for the long-term interests of the shareholders, diversity, and personal integrity and judgment.

In addition, directors must have time available to devote to Board activities and to enhance their knowledge in the growing business. Accordingly, we seek to attract and retain highly qualified directors who have sufficient time to attend to their substantial duties and responsibilities to the Company.

In carrying out its responsibilities, the Board will consider candidates suggested by shareholders. If a shareholder wishes to formally place a candidate's name in nomination, however, he or she must do so in accordance with the provisions of the Company's Bylaws. Suggestions for candidates to be evaluated by the proposed directors must be sent to the Board of Directors, c/o Tungsten Corp., 1671 Southwest 105 Lane, Davie, Florida, 33324.

Board Leadership Structure and Role on Risk Oversight

Guy Martin currently serves as the Company's principal executive officer and a director. The Company determined this leadership structure was appropriate for the Company due to our small size and limited operations and resources. The Board of Directors will continue to evaluate the Company's leadership structure and modify as appropriate based on the size, resources and operations of the Company.

Subsequent to the closing of the Transaction, it is anticipated that the Board of Directors will establish procedures to determine an appropriate role for the Board of Directors in the Company's risk oversight function.

EXECUTIVE COMPENSATION

The particulars of the compensation paid to the following persons:

- (a) our principal executive officer;
- (b) each of our two most highly compensated executive officers who were serving as executive officers at the end of the years ended December 31, 2012 and 2011; and
- (c) up to two additional individuals for whom disclosure would have been provided under (b) but for the fact that the individual was not serving as our executive officer at the end of the years ended December 31, 2012 and 2011,

who we will collectively refer to as the named executive officers of our company, are set out in the following summary compensation table, except that no disclosure is provided for any named executive officer, other than our principal executive officers, whose total compensation did not exceed \$100,000 for the respective fiscal year:

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Guy Martin, President, Chief Executive Officer, Treasurer, Chief Financial Officer, Secretary and Director (1)	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2011	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Douglas Oliver, Former President, Chief Executive Officer, Treasurer, Chief Financial Officer, Secretary and Director(2)	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Mr. Martin was appointed the President, Chief Executive Officer, Treasurer, Chief Financial Officer, Secretary and a director of our company on April 8, 2013

(2) Mr. Oliver was appointed the President, Chief Executive Officer, Treasurer, Chief Financial Officer, Secretary and a director of our company on December 14, 2012. Mr. Oliver resigned as President, Chief Executive Officer, Treasurer, Chief Financial Officer and Secretary of our company on April 8, 2013 and was appointed as Vice-President of Exploration.

Other than as disclosed below, there are no compensatory plans or arrangements with respect to our executive officers resulting from their resignation, retirement or other termination of employment or from a change of control.

On April 8, 2013, we entered into a consulting agreement with Guy Martin whereby Mr. Martin has agreed to provide our company with various consulting services as the president, chief executive officer, chief financial officer, secretary and treasurer. In consideration for agreeing to provide such consulting services, we have agreed to provide Mr. Martin with a monthly payment of \$5,000.

On April 8, 2013, we entered into a consulting agreement with Douglas Oliver whereby Mr. Oliver has agreed to provide our company with various consulting services as our V.P. of Explorations. In consideration for agreeing to provide such consulting services, we have agreed to provide Mr. Oliver with a monthly payment of \$4,000.

Outstanding Equity Awards at Fiscal Year-End

As at December 31, 2012, there were no unexercised options or stock that had not vested in regards to our executive officers, and there were no equity incentive plan awards for our executive officers during the year ended December 31, 2012.

Options Grants in the Year Ended December 31, 2012

During the year ended December 31, 2012, no stock options were granted to our executive officers.

Aggregated Options Exercised in the Year Ended December 31, 2012 and Year End Option Values

There were no stock options exercised during the year ended December 31, 2012 and no stock options held by our executive officers at the end of the year ended December 31, 2012.

Re-pricing of Options/SARS

We did not re-price any options previously granted to our executive officers during the year ended December 31, 2012.

Director Compensation

Directors of our company may be paid for their expenses incurred in attending each meeting of the directors. In addition to expenses, directors may be paid a sum for attending each meeting of the directors or may receive a stated salary as director. No payment precludes any director from serving our company in any other capacity and being compensated for such service. Members of special or standing committees may be allowed similar reimbursement and compensation for attending committee meetings. During the year ended December 31, 2012, we did not pay any compensation or grant any stock options to our directors.

Pension, Retirement or Similar Benefit Plans

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. We have no material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of the board of directors or a committee thereof.

Indebtedness of Directors, Senior Officers, Executive Officers and Other Management

None of our directors or executive officers or any associate or affiliate of our company during the last two fiscal years, is or has been indebted to our company by way of guarantee, support agreement, letter of credit or other similar agreement or understanding currently outstanding.

Potential Payments Upon Termination or Change-in-Control

SEC regulations state that we must disclose information regarding agreements, plans or arrangements that provide for payments or benefits to our executive officers in connection with any termination of employment or change in control of the company. We currently have no employment agreements with any of our executive officers, nor any compensatory plans or arrangements resulting from the resignation, retirement or any other termination of any of our executive officers, from a change-in-control, or from a change in any executive officer's responsibilities following a change-in-control. As a result, we have omitted this table.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Except as disclosed below, there have been no transactions or proposed transactions in which the amount involved exceeds the lesser of \$120,000 or one percent of the average of our total assets at year-end for the last two completed fiscal years in which any of our directors, executive officers or beneficial holders of more than 5% of the outstanding shares of our common stock, or any of their respective relatives, spouses, associates or affiliates, has had or will have any direct or material indirect interest.

On April 8, 2013, we entered into and closed a voluntary share exchange transaction pursuant to the SEA with Guy Martin and Nevada Tungsten Holdings Ltd. Mr. Martin was the sole shareholder of Nevada Tungsten Holdings Ltd. and pursuant to the terms of the SEA, we acquired all of the issued and outstanding shares of Nevada Tungsten Holdings Ltd.'s common stock from Guy Martin in exchange for the issuance by our company of 3,000,000 shares of our common stock to Guy Martin subject to release conditions noted below.

On April 8, 2013, we also entered into a consulting agreement with Guy Martin whereby Mr. Martin has agreed to provide our company with various consulting services as the president, chief executive officer, chief financial officer, secretary and treasurer. In consideration for agreeing to provide such consulting services, we have agreed to provide Mr. Martin with a monthly payment of \$5,000. Mr. Martin was the sole shareholder of the Nevada Tungsten Holdings Ltd. prior to the Transaction.

On April 8, 2013, we entered into a consulting agreement with Douglas Oliver whereby Mr. Oliver has agreed to provide our company with various consulting services as our V.P. of Explorations. In consideration for agreeing to provide such consulting services, we have agreed to provide Mr. Oliver with a monthly payment of \$4,000.

We have entered into lock up agreements with each of Messrs. Martin and Oliver in regards to the 3,000,000 shares of our common stock that each hold. Pursuant to the terms of the lock up agreements, in regards to their respective 3,000,000 shares of our common stock, 1,000,000 shares have been released concurrent with the closing of the Transaction, and 1,000,000 shares shall be released on each anniversary thereafter.

Review, Approval or Ratification of Transactions with Related Persons

We have not adopted a Code of Ethics and we rely on our board to review related party transactions on an ongoing basis to prevent conflicts of interest. Our board reviews a transaction in light of the affiliations of the director, officer or employee and the affiliations of such person's immediate family. Transactions are presented to our board for approval before they are entered into or, if this is not possible, for ratification after the transaction has occurred. If our board finds that a conflict of interest exists, then it will determine the appropriate remedial action, if any. Our board approves or ratifies a transaction if it determines that the transaction is consistent with the best interests of the Company.

Corporate Governance

We currently act with two directors, consisting of Guy Martin and Douglas Oliver, neither of which is independent.

We evaluate independence by the standards for director independence established by applicable laws, rules, and listing standards including, without limitation, the standards for independent directors established by The New York Stock Exchange, Inc., the NASDAQ National Market, and the Securities and Exchange Commission.

Subject to some exceptions, these standards generally provide that a director will not be independent if (a) the director is, or in the past three years has been, an employee of ours; (b) a member of the director's immediate family is, or in the past three years has been, an executive officer of ours; (c) the director or a member of the director's immediate family has received more than \$120,000 per year in direct compensation from us other than for service as a director (or for a family member, as a non-executive employee); (d) the director or a member of the director's immediate family is, or in the past three years has been, employed in a professional capacity by our independent public accountants, or has worked for such firm in any capacity on our audit; (e) the director or a member of the director's immediate family is, or in the past three years has been, employed as an executive officer of a company where one of our executive officers serves on the compensation committee; or (f) the director or a member of the director's immediate family is an executive officer of a company that makes payments to, or receives payments from, us in an amount which, in any twelve-month period during the past three years, exceeds the greater of \$1,000,000 or two percent of that other company's consolidated gross revenues.

Committees of the Board

We do not have a standing audit, compensation or nominating committee, but our entire board of directors acts in such capacities. We believe that our board of directors is capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. The board of directors of our company does not believe that it is necessary to have a standing audit, compensation or nominating committee because we believe that the functions of such committees can be adequately performed by the board of directors. Additionally, we believe that retaining an independent director who would qualify as an "audit committee financial expert" would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development.

LEGAL PROCEEDINGS

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

MARKET PRICE OF AND DIVIDENDS ON THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common shares are quoted on the Over-the-Counter Bulletin Board under the symbol "TUNG." The following quotations reflect the high and low bids for our common shares based on inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

The high and low bid prices of our common stock for the periods indicated below are as follows:

National Association of Securities Dealers OTC Bulletin Board(1)

Quarter Ended	High	Low
December 31, 2012	\$N/A (2)	\$N/A (2)
September 30, 2012	\$N/A (2)	\$N/A (2)
June 30, 2012	\$N/A (2)	\$N/A (2)
March 31, 2012	\$N/A (2)	\$N/A (2)
December 31, 2011	\$N/A (2)	\$N/A (2)
September 30, 2011	\$N/A (2)	\$N/A (2)
March 31, 2011	\$N/A (2)	\$N/A (2)
December 31, 2010	\$N/A (2)	\$N/A (2)

(1) Over-the-counter market quotations reflect inter-dealer prices without retail mark-up, mark-down or commission, and may not represent actual transactions.

(2) No trades occurred during this period.

Our common shares are issued in registered form. Securities Transfer Corporation Inc., 2591 Dallas Parkway, Suite 102, Frisco, TX 75034 (Telephone: (469) 633-0101; Facsimile: (469) 633-0088) is the registrar and transfer agent for our common shares.

On April 5, 2013, the shareholders' list showed 23 shareholders of record and 66,000,000 common shares outstanding.

Dividends

We have not declared or paid any cash dividends since inception and we do not intend to pay any cash dividends in the foreseeable future. Although there are no restrictions that limit our ability to pay dividends on our shares of common stock other than as described below, we intend to retain future earnings for use in our operations and the expansion of our business.

Equity Compensation Plan Information

We have not adopted any equity compensation plans.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

We did not purchase any of our shares of common stock or other securities for the year ended December 31, 2012.

RECENT SALES OF UNREGISTERED SECURITIES

Reference is made to Item 3.02 of this Form 8-K for a description of recent sales of unregistered securities, which is hereby incorporated by reference.

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DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The following information describes our capital stock and provisions of our articles of incorporation and our bylaws, all as in effect upon the closing of the Transaction. This description is only a summary. You should also refer to our articles of incorporation and bylaws which have been incorporated by reference or filed with the Securities and Exchange Commission as exhibits to this Form 8-K.

General

Our authorized capital stock consists of 300,000,000 shares of common stock at a par value of \$0.0001 per share, and 25,000,000 shares of "blank check" preferred stock, par value \$0.0001 per share.

Common Stock

On April 5, 2013, the shareholders' list showed 23 shareholders of record and 66,000,000 common shares outstanding.

Holders of our common stock are entitled to one vote for each share on all matters submitted to a stockholder vote. Holders of common stock do not have cumulative voting rights. Therefore, holders of a majority of the shares of common stock voting for the election of directors can elect all of the directors. Holders of our common stock representing a majority of the voting power of our capital stock issued, outstanding and entitled to vote, represented in person or by proxy, are necessary to constitute a quorum at any meeting of our stockholders. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our articles of incorporation.

Holders of common stock are entitled to share in all dividends that the board of directors, in its discretion, declares from legally available funds. In the event of a liquidation, dissolution or winding up, each outstanding share entitles its holder to participate pro rata in all assets that remain after payment of liabilities and after providing for each class of stock, if any, having preference over the common stock. Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

Preferred Stock

In accordance with our Articles of Incorporation, the Board of Directors may fix and determine the designations, rights, preferences or other variations of each class or series within each class of preferred stock. To date, the Company has not issued any shares of preferred stock or designated any class of preferred stock. No shares of preferred stock are outstanding.

Dividend Policy

We have never declared or paid any cash dividends on our common stock. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

Share Purchase Warrants

We have not issued and do not have outstanding any warrants to purchase shares of our common stock.

Options

We have not issued and do not have outstanding any options to purchase shares of our common stock.

Convertible Securities

We have not issued and do not have outstanding any securities convertible into shares of our common stock or any rights convertible or exchangeable into shares of our common stock.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Nevada Revised Statutes provide that:

- a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful;
- a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper; and
- to the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, the corporation shall indemnify him against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense.

We may make any discretionary indemnification only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made:

- by our stockholders;
- by our board of directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding;
- if a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion;
- if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion; or
- by court order.

Unless limited by our articles of incorporation (which is not the case with our articles of incorporation) a corporation must indemnify a director who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

Charter Provisions and Other Arrangements of the Registrant

Pursuant to the provisions of the Nevada Revised Statutes, the Registrant has adopted the following indemnification provisions in its Bylaws for its directors and officers:

“The Corporation shall indemnify any Director or officer or any former Director or officer, to the fullest extent permitted by law.”

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLSOURE

None.

FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Reference is made to the financial statements and supplementary data included as exhibits to this Current Report on Form 8-K which are incorporated herein by reference.

ITEM 3.02 – UNREGISTERED SALES OF EQUITY SECURITIES

On April 8, 2013, a total of 2,000,000 shares of our common stock were issued in exchange for \$500,000, or \$0.25 per share. These shares were issued in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933, as amended.

On April 8, 2013, a total of 3,000,000 shares of our common stock were issued to Guy Martin in consideration for our acquisition of Nevada Tungsten Holdings Ltd. These shares were issued in reliance on Rule 506 of Regulation D and/or Section 4(2) of the Securities Act of 1933, as amended.

ITEM 5.02 – DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

The information contained in Item 2.01 above is incorporated by reference herein.

Resignation of Officers and Director

Effective on the Closing Date, Mr. Mario Jakiri Tolentino resigned from our Board of Directors.

Effective on the Closing Date, Mr. Douglas Oliver resigned as President, Chief Executive Officer, Treasurer, Chief Financial Officer and Secretary. Mr. Oliver remains a director of the Company.

Appointment of Officers and Directors

Effective on the Closing Date, Mr. Guy Martin was appointed the President, Chief Executive Officer, Treasurer, Chief Financial Officer, Secretary and a director of the Company.

Effective on the Closing Date, Mr. Oliver was appointed as Vice-President of Exploration.

Our officers and directors as of the Closing Date are as follows:

Name	Position	Age
Guy Martin	President, Chief Executive Officer, Treasurer, Secretary, Chief Financial Officer and Director	54

Douglas Oliver	Director, Vice-President Exploration	61
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Descriptions of our newly appointed directors and officers can be found in Item 2.01 above, in the section titled “Directors and Executive Officers.”

There are no family relationships among any of our officers or directors. None of the newly appointed directors has been named or, at the time of this Form 8-K, is expected to be named to any committee of the Board of Directors. Each of our newly appointed officers has a consulting agreement with the Company which is described herein and filed as an exhibit to this Form 8-K. Other than the Transaction, there are no transactions, since the beginning of our last fiscal year, or any currently proposed transaction, in which the Company was or is to be a participant and the amount involved exceeds the lesser of \$120,000 or one percent of the average of the Company’s total assets at year-end for the last three completed fiscal years, and in which any of the newly appointed officers and directors had or will have a direct or indirect material interest. Other than the Transaction, there is no material plan, contract or arrangement (whether or not written) to which any of the newly appointed directors or officers is a party or in which any of the new directors and officers participates that is entered into or material amendment in connection with our appointment of the new directors and officers, or any grant or award to any new director or officer or modification thereto, under any such plan, contract or arrangement in connection with our appointment of the new directors and officers.

ITEM 5.06 – CHANGE IN SHELL COMPANY STATUS

Our management has determined that, as of the closing of the acquisitions above, our company has ceased to be a shell company as defined in Rule 12b-2 of the United States Securities Exchange Act of 1934, as amended.

ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS

Reference is made to the Transaction under the SEA, as described in Item 2.01, which is incorporated herein by reference. As a result of the closing of the Transaction, our primary operations consist of the business and operations of Nevada Tungsten Holdings Ltd. Accordingly, we are presenting the financial statements of Nevada Tungsten Holdings Ltd., the operating subsidiary, as of the year ended December 31, 2012 after giving effect to the acquisition of Nevada Tungsten Holdings Ltd. by the Registrant.

(a) Financial Statements of the Business Acquired

The audited financial statements of Nevada Tungsten Holdings Ltd. for the year ended December 31, 2012, including the notes to such financial statements, are incorporated herein by reference to Exhibit 99.1 of this Form 8-K.

(b) Pro Forma Financial Information

The pro forma financial statements of the Registrant and Nevada Tungsten Holdings Ltd. are incorporated by reference to Exhibit 99.2 of this Form 8-K.

(d) Exhibits

Exhibit Number	Description
(3)	Articles of Incorporation and Bylaws
3.1	Articles of Incorporation (incorporated by reference from our Registration Statement on Form S-1 filed on October 29, 2009).
3.2	By-laws (incorporated by reference from our Registration Statement on Form S-1 filed on October 29, 2009).
3.3	Certificate of Amendment (incorporated by reference from our Current Report on Form 8-K filed on May 15, 2012).
3.4	Certificate of Change (incorporated by reference from our Current Report on Form 8-K filed on May 15, 2012).
3.5	Certificate of Amendment (incorporated by reference from our Quarterly Report on Form 10-Q filed on December 13, 2012).

- (10) Material Contracts
 - 10.1* Stock Exchange Agreement between the Company, Nevada Tungsten Holdings Ltd. and Guy Martin, dated April 8, 2013.
 - 10.2* Consulting Agreement between the Company and Guy Martin, dated April 8, 2013.
 - 10.3* Consulting Agreement between the Company and Douglas Oliver, dated April 8, 2013.
 - 10.4* Option Agreement between Viscount Mining Ltd. and Nevada Tungsten Holdings Ltd. dated January 31, 2013.
 - 10.5* Form of Securities Purchase Agreement.
 - 10.6* Form of Lock-Up Agreement with Guy Martin and Douglas Oliver.
 - 10.7* Stock Transfer Agreement between Douglas Oliver and Mario Jakiri Tolentino, dated April 8, 2013
- (21) Subsidiaries of the Registrant
 - 21 List of Subsidiaries – Nevada Tungsten Holdings Ltd.
- (99) Additional Exhibits
 - 99.1* Audited Financial Statements of Nevada Tungsten Holdings Ltd.
 - 99.2* Pro Forma Financial Statements

* filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TUNGSTEN CORP.

/s/ Guy Martin

Guy Martin

President, Chief Executive Officer, Treasurer,
Secretary, Chief Financial Officer and Director

Date: April 10, 2013

