

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
SANTA FE GOLD CORPORATION, et al.,	:	Case No. 15-11761 (MFW)
	:	
Debtors.¹	:	Jointly Administered
	:	
	:	Hearing Date: November 9, 2015, at 11:30 a.m. (ET)
	:	Objection Deadline: November 2, 2015, at 4:00 p.m. (ET)
	:	
	X	

**DEBTORS' MOTION FOR AN ORDER (I) ESTABLISHING
BAR DATES FOR FILING PROOFS OF PREPETITION CLAIMS,
INCLUDING SECTION 503(b)(9) CLAIMS, AND (II) APPROVING
THE FORM AND MANNER OF NOTICE THEREOF**

Santa Fe Gold Corporation and its above-captioned affiliated debtors and debtors in possession (each, a “Debtor,” and collectively, the “Debtors”) hereby submit this motion (the “Motion”) for the entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), (i) establishing deadlines for filing proofs of prepetition claims, including administrative expense claims arising under section 503(b)(9) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), and (ii) approving the form and manner of notice thereof. In support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This matter is a core proceeding pursuant to

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Santa Fe Gold Corporation (4315); Azco Mica, Inc. (8577); The Lordsburg Mining Company (4474); and Santa Fe Gold (Barbados) Corporation (N/A). The Debtors’ mailing address is 1219 Banner Mine Road, Lordsburg, New Mexico 88045.

28 U.S.C. § 157(b)(2). Venue of these proceedings and the Motion in this Court is proper under 28 U.S.C. § 1408 and § 1409.

2. The statutory and legal predicates for the relief requested herein are sections 501, 502, 503, and 1111(a) of the Bankruptcy Code, Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

BACKGROUND

3. On August 26, 2015 (the “Petition Date”), the Debtors commenced their bankruptcy cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). The Chapter 11 Cases are consolidated for procedural purposes only and are jointly administered pursuant to Rule 1015(b) of the Bankruptcy Rules and Local Rule 1015-1. No trustee or examiner has been appointed in the Chapter 11 Cases.

4. The events leading up to the Petition Date and the facts and circumstances supporting the relief requested herein are set forth in the *Declaration of Jakes Jordaan in Support of Chapter 11 Petitions and First Day Relief* (the “First Day Declaration”) [Docket No. 2].

5. On September 11, 2015, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) [Docket No. 54].

6. On October 2, 2015, the Debtors filed their schedules of assets and liabilities [Docket Nos. 92, 94, 96, & 98] (the “Schedules”).

RELIEF REQUESTED

7. By this Motion, the Debtors seek entry of an order (i) establishing bar dates for filing prepetition proofs of claim and requests for allowance of claims entitled to administrative expense status under section 503(b)(9) of the Bankruptcy Code (each a “Section 503(b)(9) Claim”) and (ii) approving the form and manner of notice thereof.

8. For all claims arising prior to the Petition Date, including Section 503(b)(9) Claims, the Debtors request the following:

- a. except as otherwise stated in subparagraphs (c) and (d) below, establishing 4:00 p.m. (prevailing Eastern Time) on the date that is thirty-five (35) days after the Service Date (as defined and discussed below), as the deadline for all persons² or entities, other than governmental units, to file proofs of claim in the Chapter 11 Cases for all claims against any of the Debtors arising prior to the Petition Date, including Section 503(b)(9) Claims (each a “Prepetition Claim”); *provided that* on the actual Service Date, the Debtors shall file a notice indicating the exact calendar date of the deadline established hereby (the “General Bar Date”);
- b. establishing 4:00 p.m. (prevailing Eastern Time) on February 22, 2016, as the deadline for all governmental units holding a Prepetition Claim to file proof of such Prepetition Claim in the Chapter 11 Cases (the “Government Bar Date”);
- c. in the event that the Debtors amend the Schedules, establishing the later of (i) the General Bar Date (or the Government Bar Date for governmental units) or (ii) twenty-one (21) calendar days after the holder of such claim is served with notice that the Debtors have amended their Schedules with respect to the affected holder’s claim as the bar date for filing a proof of claim with respect to such claim affected by such amendment (the “Amended Schedule Bar Date”);³ and

² Except as otherwise defined herein, all terms specifically defined in the Bankruptcy Code shall have the meaning given to them by the Bankruptcy Code. In particular, as used herein: (i) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code; (ii) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code; (iii) the term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code; and (iv) the term “person” has the meaning given to it in section 101(41) of the Bankruptcy Code.

³ The imposition of the Amended Schedule Bar Date is consistent with Local Rule 1009-2, which provides a creditor with twenty-one (21) days to file a proof of claim after the date that notice of the applicable amendment is served on such creditor.

- d. except as otherwise set forth in any other order of the Court, establishing the later of (i) the General Bar Date (or the Government Bar Date for governmental units) or (ii) thirty (30) days after the date of entry of any order authorizing the rejection of an executory contract or unexpired lease as the bar date by which a proof of claim for any claim arising from the Debtors' rejection of such contract or lease must be filed (the "Rejection Bar Date").

9. The Debtors also respectfully request that the Court (i) approve the Debtors' proposed form and manner of notice of the General Bar Date, Government Bar Date, Amended Schedule Bar Date, and Rejection Bar Date (collectively, the "Bar Dates") as proposed herein and (ii) grant the Debtors the authority to, in their sole discretion, extend the applicable Bar Date for certain holders of claims by stipulation or otherwise where the Debtors determine that to do so is in the best interests of their estates.

BASIS FOR RELIEF REQUESTED

10. The Debtors submit that the notice period provided by the Bar Dates is more than sufficient to comply with the Bankruptcy Rules in light of the proposed notice procedures provided herein. Bankruptcy Rule 3003(c)(3) generally governs the filing of proofs of claim in a chapter 11 case and provides in relevant part that "[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed."⁴ Although Bankruptcy Rule 2002(a)(7) generally provides that all parties in interest must receive, at a minimum, twenty-one (21) days' notice of the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c), neither the Bankruptcy Code, the Bankruptcy Rules, nor the Local Rules specify a time by which proofs of claim must be filed, other than section 502(b)(9) of the Bankruptcy Code, which provides that governmental units shall have a minimum of 180 days after the entry of the order for relief to file proofs of claim.

⁴ Fed. R. Bankr. P. 3003(c)(3).

A. ESTABLISHMENT OF THE BAR DATES

11. The General Bar Date. Within five (5) business days of the entry of the order approving this Motion, the Debtors will serve, through their claims agent, American Legal Claim Services, LLC (“ALCS”), the notice of Bar Dates (the “Bar Date Notice”) and a Proof of Claim Form (defined below) upon all known entities holding potential prepetition claims. The date upon which the Debtors commence service of the Bar Date Notice and Proof of Claim Form is referred to herein as the “Service Date.” The Debtors request that the Court establish the General Bar Date as 4:00 p.m. (prevailing Eastern Time) on the date that is thirty-five (35) days after the Service Date.

12. The General Bar Date is the deadline by which all entities other than governmental units holding Prepetition Claims must file proofs of claim unless they fall within one of the exceptions set forth in this Motion and shall apply to all claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date, including secured claims, Section 503(b)(9) Claims, unsecured priority claims, and unsecured nonpriority claims.

13. The Government Bar Date. Section 502(b)(9) of the Bankruptcy Code provides, in relevant part, that “[a] claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the [Bankruptcy Rules or a court order] may provide[.]”⁵ Accordingly, pursuant to section 502(b)(9) of the Bankruptcy Code, a proof of claim filed by a governmental unit in the Chapter 11 Cases will be timely if it is filed by 4:00 p.m. (prevailing Eastern Time) on February 22, 2016, which is the first business day that is at least 180 days after the Petition Date. The Debtors, therefore, request that 4:00 p.m. (prevailing Eastern Time) on February 22, 2016, be established as the Government Bar Date

⁵ 11 U.S.C. § 502(b)(9).

in the Chapter 11 Cases. The Government Bar Date would apply to all governmental units holding claims against the Debtors (whether Section 503(b)(9) Claims, secured claims, unsecured priority claims, or unsecured nonpriority claims) that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax periods or prepetition transactions to which the Debtors were a party.

14. The Amended Schedule Bar Date. The Debtors propose that they retain the right to (i) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; (ii) subsequently designate any claim listed in the Schedules as disputed, contingent, or unliquidated; and (iii) otherwise amend or supplement the Schedules. If the Debtors amend or supplement the Schedules after the Service Date, the Debtors propose to give notice of any such amendment or supplement to the holders of claims affected thereby. Such notice of the Amended Schedule Bar Date will include (i) a copy of the applicable amendment to the Schedules; (ii) a Proof of Claim Form; (iii) a copy of the Bar Date Notice; and (iv) a notice of the Amended Schedule Bar Date applicable to such claimant, calculated in accordance with the following paragraph.

15. If the Debtors amend or supplement their Schedules to (i) modify the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules; (ii) change the nature or classification of a particular claim against a Debtor reflected in the Schedules; or (iii) add a new claim to the Schedules, the affected creditor shall be permitted to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim in accordance with the procedures described herein until the applicable Amended Schedule Bar Date. The Debtors request that the Amended Schedule Bar Date be established as the later of (i) the

General Bar Date (or the Government Bar Date for governmental units) and (ii) twenty-one (21) days after the date that notice of the applicable amendment or supplement to the Schedules is served on the creditor.

16. The Rejection Bar Date. The Debtors anticipate that certain entities will assert claims arising from the Debtors' rejection of executory contracts and unexpired leases pursuant to section 365 of the Bankruptcy Code. The Debtors propose that, for any claim (each a "Rejection Damages Claim") relating to the Debtors' rejection of an executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code approved by order of the Court, the Rejection Bar Date for such claim be established as the later of (i) the General Bar Date (or the Government Bar Date for governmental units) and (ii) thirty (30) days after the effective date of such rejection.

B. PERSONS OR ENTITIES REQUIRED TO FILE PROOFS OF CLAIM

17. The Debtors propose that, except as set forth in the following paragraph, all persons or entities holding Prepetition Claims, including Section 503(b)(9) Claims, against the Debtors (whether secured, unsecured priority, or unsecured nonpriority) must file proofs of claim on or before the General Bar Date or Government Bar Date, as applicable. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

18. Notwithstanding the foregoing, the Debtors propose that the following persons or entities whose claims otherwise would be subject to the General Bar Date need ***not*** file proofs of claim:

- a. the Senior Pre-Petition Lender (as defined in the *Interim Order (I) Authorizing Debtors to Obtain Post-Petition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Liens,*

Including Priming Liens, and Superpriority Claims, (IV) Granting Adequate Protection, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 30] (as may be entered on a final basis, the “Interim DIP Order”) with respect to the Senior Pre-Petition Indebtedness (as defined in the Interim DIP Order);⁶

- b. any person or entity that already has filed a signed proof of claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B10;
- c. any person or entity whose claim is listed on the Schedules if (i) the claim is not scheduled as either “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, classification, and priority of the claim as set forth in the Schedules; and (iii) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- d. any holder of a claim that has previously been allowed by order of the Court;
- e. any holder of a claim that has been paid in full by any of the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- f. any Debtor having a claim against another Debtor;
- g. any holder of an administrative expense allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code other than Section 503(b)(9) Claims; and
- h. any holder of an interest based on equity securities of a Debtor solely with respect to such holder’s ownership interest in or possession of such equity securities; *provided, however*, that any such holders who wish to assert a claim against any of the Debtors based on transactions in the Debtors’ securities, including, but not limited to, claims for damages or rescission based on the purchase or sale of such securities, must file a proof of claim on or prior to the General Bar Date; *provided, further*, that the Debtors reserve all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

⁶ For the avoidance of any confusion, the Debtors expressly submit that the Senior Pre-Petition Lender need not file a proof of claim for any dollar amounts of the Senior Pre-Petition Indebtedness that are greater than the dollar amounts for such Senior Pre-Petition Indebtedness as reflected in the Interim DIP Order.

C. EFFECT OF FAILURE TO FILE PROOFS OF CLAIM

19. The Debtors propose that, pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in the Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, and the Proposed Order with respect to a particular claim against the Debtors, but that fails to do so by the applicable Bar Date, shall not be treated as a creditor with respect to such claim for the purposes of voting on and distribution under any chapter 11 plan proposed and/or confirmed in the Chapter 11 Cases.

D. THE DEBTORS INTEND TO PROVIDE ACTUAL NOTICE TO KNOWN CREDITORS AND PUBLICATION NOTICE TO UNKNOWN CREDITORS OF THE BAR DATES

20. In conjunction with setting the Bar Dates, the Debtors must give appropriate notice to interested parties. The Debtors propose to mail notice of the Bar Dates only to their known creditors, to rely on publication to give notice to their unknown creditors (and those creditors where actual notice is impracticable), and to supplement actual notice to known creditors. This procedure is consistent with applicable case law and practice in this District.⁷ To determine the adequacy of notice given to a creditor, bankruptcy law distinguishes between “known” and “unknown” creditors.⁸ As the Third Circuit explained in *Chemetron*, “[k]nown creditors must be provided with actual written notice of a debtor’s bankruptcy filing and bar claims date. For unknown creditors, notification by publication will generally suffice.”⁹ A “known” creditor is one whose identity is either known or is “reasonably ascertainable by the debtor.”¹⁰ An “unknown” creditor is one whose “interests are either conjectural or future or,

⁷ See *Mullane v. Cent. Hanover Bank & Trust Co.*, 339 U.S. 306, 317 (1950); see also *Chemetron Corp. v. Jones (In re Chemetron Corp.)*, 72 F.3d 341, 346 (3d Cir. 1995).

⁸ *Chemetron*, 72 F.3d at 346.

⁹ *Id.* at 346 (citations omitted).

¹⁰ *Id.* (citing *Tulsa Prof'l Collection Servs., Inc. v. Pope*, 485 U.S. 478, 490 (1988)).

although they could be discovered upon investigation, do not in due course of business come to knowledge [of the debtor].”¹¹

21. Where a creditor is known to the debtor, due process requires that the debtor must take reasonable steps, such as direct mailing, to provide actual notice of the deadline for filing of proofs of claim. A creditor’s identity is “reasonably ascertainable” if that creditor can be identified through “reasonably diligent efforts.”¹² But this does not require the debtor to engage in “impracticable and extended searches . . . in the name of due process.”¹³ Rather, the required search is limited to a debtor’s “books and records.”¹⁴

E. PROCEDURES FOR PROVIDING NOTICE OF BAR DATES AND FILING PROOFS OF CLAIM

22. The Debtors propose to serve on all known persons or entities holding potential Prepetition Claims (i) a Bar Date Notice substantially in the form attached as **Exhibit 1** to the Proposed Order and (ii) a proof of claim form substantially in the form attached as **Exhibit 2** to the Proposed Order (the “Proof of Claim Form” and, with the Bar Date Notice, the “Bar Date Package”).¹⁵ The Bar Date Notice is consistent with the form of notice adopted in this District and states, among other things, that proofs of claim must be filed on or before the applicable Bar Date.

23. By the Service Date, the Debtors intend to mail the Bar Date Package by first class mail, postage prepaid (or equivalent service), to:

¹¹ *Id.* (citing *Mullane*, 339 U.S. at 317).

¹² *Mennonite Bd. of Missions v. Adams*, 462 U.S. 791, 804 (1983).

¹³ *See Mullane*, 339 U.S. at 317-18.

¹⁴ *See, e.g., Chemetron*, 72 F.3d at 347.

¹⁵ The Proof of Claim Form is substantially in the form of Official Bankruptcy Form B10 but has been modified, and may be further modified in certain limited respects, to accommodate the claims process in the Chapter 11 Cases.

- a. the Office of the United States Trustee for the District of Delaware;
- b. all known potential creditors, including all persons and entities listed in the Schedules as holding or potentially holding Prepetition Claims at the addresses set forth therein;
- c. counsel to the Committee;
- d. all parties that have requested notice of the proceedings in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the Service Date;
- e. all parties that have filed proofs of claim in the Chapter 11 Cases as of the Service Date;
- f. all entities who are parties to executory contracts or unexpired leases with the Debtors;
- g. all entities who are parties to litigation with the Debtors or their counsel (if known);
- h. the District Director of the Internal Revenue Service for the District of Delaware;
- i. all other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business; and
- j. the Securities and Exchange Commission and all other regulatory agencies with oversight authority over the Debtors.

(collectively, the “Notice Parties”).

24. For holders of potential Prepetition Claims listed in the Schedules, the Proof of Claim Form mailed to such entities will be personalized and will indicate how the Debtors have scheduled the creditor’s Prepetition Claim in the Schedules, including (i) the identity of the Debtor against which the person or entity’s Prepetition Claim is scheduled; (ii) the amount of the scheduled Prepetition Claim, if any; (iii) whether the Prepetition Claim is listed as either one or more of disputed, contingent, or unliquidated; and (iv) whether the Prepetition Claim is listed as a secured claim, unsecured priority claim, or unsecured non-priority claim.

F. PUBLICATION OF BAR DATE NOTICE

25. Potential claims against the Debtors may exist that the Debtors have been unable to identify on the Schedules. Such unknown potential claims may include, for example (i) claims of former employees; (ii) claims of persons or entities with unasserted causes of action against the Debtors; and (iii) other claims that, for various other reasons, are not recorded in the Debtors' books and records. Accordingly, the Debtors believe that (i) it is necessary to provide notice of the Bar Dates to persons or entities whose names and addresses are unknown to the Debtors or who have not asserted claims against the Debtors and (ii) it is advisable to provide supplemental notice to known holders of potential claims. Therefore, pursuant to Bankruptcy Rule 2002(l),¹⁶ the Debtors request authority to publish notice of the Bar Dates substantially in the form attached to the Proposed Order as **Exhibit 3** in one of the national edition of *The New York Times*, *USA Today*, or *The Wall Street Journal* (the "Publication Notice"). In the Debtors' judgment, these publications are likely to reach the widest possible audience of creditors who may not otherwise have notice of the Chapter 11 Cases. The Debtors intend to publish the Publication Notice not less than thirty (30) days prior to the General Bar Date.

G. FORM OF NOTICE OF BAR DATES

26. The forms of the Bar Date Notice and the Publication Notice will:

- a. advise creditors whether they must file a proof of claim under Bankruptcy Rules 3002(a) and 3003(c)(2);
- b. alert such creditors to the consequences of failing to timely file a proof of claim as set forth in Bankruptcy Rule 3003(c)(2);
- c. specify the form to be used in filing a proof of claim or request for administrative expense, as applicable;
- d. set forth the Bar Dates;

¹⁶ Bankruptcy Rule 2002(l) provides that "[t]he court may order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice."

- e. set forth the address to which a proof of claim must be sent for filing;
- f. notify such creditors that a proof of claim must be filed with original signatures and shall not be accepted if submitted by facsimile or electronic mail; and
- g. notify creditors that separate Proof of Claim Forms must be filed for claims against more than one Debtor.

H. REQUIREMENTS FOR PREPARING AND FILING PROOFS OF CLAIM

27. The following requirements shall apply with respect to filing and preparing each proof of claim:

- a. each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors; and (iv) be signed by the holder of the claim or by an authorized agent of the holder of the claim;
- b. all claimants must submit an original, written proof of claim that substantially conforms to the Proof of Claim Form (by overnight mail, courier service, hand delivery, regular mail, or in person). Copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will *not* be accepted;
- c. except as otherwise required by the Proposed Order, each proof of claim *must* clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number; a proof of claim filed under the joint administration case number (Case No. 15-11761 (MFW)), or otherwise without identifying a Debtor, will be deemed as filed only against Santa Fe Gold Corporation;
- d. except as otherwise required by the Proposed Order, each proof of claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, such claim will be treated as if filed only against the first-listed Debtor;
- e. each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d);
- f. each proof of claim, including supporting documentation, must be filed by United States mail or other hand-delivery system so as to be *actually received* by ALCS on or before the applicable Bar Date at the following address:

Via First Class Mail to:
Santa Fe Claims Processing
c/o American Legal Claim Services
PO Box 23650
Jacksonville, Florida 32241-3650

Via Overnight Mail or Hand-Delivery to:
Santa Fe Claims Processing
c/o American Legal Claim Services
5985 Richard Street, Suite 3
Jacksonville, Florida 32216

- g. a creditor who wishes to receive an as-filed complete copy of such creditor's proof of claim, must enclose a stamped self-addressed envelope and an extra copy of such creditor's proof of claim.

CONCLUSION

28. The Debtors submit that establishing the timing set forth in this Motion with respect to Bar Dates will provide potential creditors with an adequate amount of time after the mailing of the Bar Date Package and publication of the Publication Notice within which to review the Schedules, compare the information contained therein with their own books and records, and if necessary, prepare and file proofs of claim. The Debtors also submit that the proposed forms of notice of the Bar Dates are fair and reasonable; will provide good, sufficient, and due notice to all creditors of their rights and obligations in connection with claims they may assert against the Debtors' estates in the Chapter 11 Cases; and will provide such creditors with sufficient information to file a properly prepared and executed proof of claim in a timely fashion.

NOTICE

29. Notice of this Motion shall be provided to: (i) the U.S. Trustee; (ii) counsel to Waterton Global Value, L.P., in its capacity as the Senior Pre-Petition Lender; (iii) Sandstorm Gold (Barbados) Ltd., in its capacity as the second lien pre-petition lender; (iv) counsel to Waterton Global Value, L.P., by its investment manager, Altitude Management Limited, in its capacity as the debtor-in-possession lender; (v) proposed counsel to the Committee; and (vi) all parties that, as of the filing

of this Motion, have requested notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: October 19, 2015
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Ian J. Bambrick

Robert S. Brady (No. 2847)
Edmon L. Morton (No. 3856)
Kenneth J. Enos (No. 4544)
Ian J. Bambrick (No. 5455)
1000 N. King Street
Rodney Square
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
:
In re : **Chapter 11**
:
SANTA FE GOLD CORPORATION, et al., : **Case No. 15-11761 (MFW)**
:
Debtors.¹ : **Jointly Administered**
:
: **Hearing Date: November 9, 2015, at 11:30 a.m. (ET)**
: **Objection Deadline: November 2, 2015, at 4:00 p.m. (ET)**
:
-----X

**NOTICE OF DEBTORS' MOTION FOR AN
ORDER (I) ESTABLISHING BAR DATES FOR FILING PROOFS
OF PREPETITION CLAIMS, INCLUDING SECTION 503(b)(9) CLAIMS, AND
(II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO WATERTON GLOBAL VALUE, L.P., IN ITS CAPACITY AS THE SENIOR PRE-PETITION LENDER; (III) SANDSTORM GOLD (BARBADOS) LTD., IN ITS CAPACITY AS THE SECOND LIEN PRE-PETITION LENDER; (IV) COUNSEL TO WATERTON GLOBAL VALUE, L.P., BY ITS INVESTMENT MANAGER, ALTITUDE MANAGEMENT LIMITED, IN ITS CAPACITY AS THE DEBTOR-IN-POSSESSION LENDER; (V) PROPOSED COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; AND (VI) ALL PARTIES REQUESTING NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 2002.

PLEASE TAKE NOTICE that Santa Fe Gold Corporation and its above-captioned affiliated debtors and debtors in possession (each, a "Debtor," and collectively, the "Debtors") have filed the attached *Debtors' Motion for an Order (I) Establishing Bar Dates for Filing Proofs of Prepetition Claims, Including Section 503(b)(9) Claims, and (II) Approving the Form and Manner of Notice Thereof* (the "Motion").

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed on or before **November 2, 2015, at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of any objection upon

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Santa Fe Gold Corporation (4315); Azco Mica, Inc. (8577); The Lordsburg Mining Company (4474); and Santa Fe Gold (Barbados) Corporation (N/A). The Debtors' mailing address is 1219 Banner Mine Road, Lordsburg, New Mexico 88045.

the undersigned proposed counsel to the Debtors so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD ON NOVEMBER 9, 2015, AT 11:30 A.M. (ET) BEFORE THE HONORABLE MARY F. WALRATH IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5th FLOOR, COURTROOM NO. 4, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

Dated: October 19, 2015
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Ian J. Bambrick

Robert S. Brady (No. 2847)
Edmon L. Morton (No. 3856)
Kenneth J. Enos (No. 4544)
Ian J. Bambrick (No. 5455)
1000 N. King Street
Rodney Square
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
: **Chapter 11**
: **Case No. 15-11761 (MFW)**
: **Jointly Administered**
: **Ref. Docket No. ____**
-----X

In re
SANTA FE GOLD CORPORATION, et al.,
Debtors.¹

**ORDER (I) ESTABLISHING BAR DATES FOR FILING PROOFS OF
PREPETITION CLAIMS, INCLUDING SECTION 503(b)(9) CLAIMS, AND
(II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”)² of the Debtors for entry of an order (i) establishing deadlines for filing proofs of prepetition claims, including administrative expense Section 503(b)(9) Claims, and (ii) approving the form and manner of notice thereof; and the Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and venue of the Chapter 11 Cases and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the relief requested in the Motion being in the best interests of the

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Santa Fe Gold Corporation (4315); Azco Mica, Inc. (8577); The Lordsburg Mining Company (4474); and Santa Fe Gold (Barbados) Corporation (N/A). The Debtors’ mailing address is 1219 Banner Mine Road, Lordsburg, New Mexico 88045.

² Capitalized terms used herein, but not otherwise defined, have the meaning given to them in the Motion.

Debtors, their estates, their creditors, and other parties-in-interest; and proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. Except as provided otherwise herein, all persons and entities except governmental units holding or wishing to assert a claim arising prior to the Petition Date, including any Section 503(b)(9) Claims, against the Debtors shall file a proof of such claim in writing so that it is *actually received* by American Legal Claim Services, LLC (“ALCS”) on or before 4:00 p.m. (prevailing Eastern Time) the General Bar Date—the date that is thirty-five (35) days after the Service Date.
3. The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including Section 503(b)(9) Claims, secured claims, unsecured priority claims, and unsecured nonpriority claims. The filing of a Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code.
4. Pursuant to section 502(b)(9) of the Bankruptcy Code, all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date are required to file proofs of claim by 4:00 p.m. (prevailing Eastern Time) on the Government Bar Date of February 22, 2016.
5. The Government Bar Date applies to all governmental units holding claims against the Debtors that arose prior to the Petition Date (whether secured claims, Section 503(b)(9) Claims, unsecured priority claims, and unsecured non-priority claims), including,

without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

6. The Debtors shall retain the right to (i) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; (ii) subsequently designate any claim listed in the Schedules as either one or more of disputed, contingent, or unliquidated; and (iii) otherwise amend or supplement the Schedules; *provided, however*, that if the Debtors amend or supplement the Schedules after the Service Date, the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby and the affected creditor shall have until the Amended Schedule Bar Date to file a proof of claim or to amend any previously filed proof of claim with respect to such amended scheduled claim.

7. All notices of the Amended Schedule Bar Date shall include (i) a copy of the applicable amendment to the Schedules; (ii) a Proof of Claim Form; (iii) a copy of the Bar Date Notice; and (iv) a notice of the Amended Schedule Bar Date applicable to such claimant. The Amended Schedule Bar Date shall be the later of the General Bar Date (or the Government Bar Date for governmental units) or twenty-one (21) days after a creditor is served with notice that the Debtors have amended their Schedules; *provided, however*, that notwithstanding the foregoing, nothing set forth herein will preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

8. Notwithstanding anything in this Order to the contrary, the holder of any claim arising from the rejection of an executory contract or unexpired lease shall be required to file a proof of claim on account of such Rejection Damages Claim against the Debtors by the

Rejection Bar Date, which shall be the later of the General Bar Date (or the Government Bar Date for governmental units) and thirty (30) days after the effective date of rejection.

9. All proofs of claims must conform substantially to Form B10 of the Official Bankruptcy Forms. Usage of the Proof of Claim Form (i) annexed hereto as **Exhibit 2** and (ii) available on ALCS's website at <https://www.americanlegal.com/santafegold> shall satisfy this requirement.

10. The following persons or entities whose claims otherwise would be subject to the General Bar Date need not file proofs of claim:

- a. the Senior Pre-Petition Lender (as defined in the Interim DIP Order) with respect to the Senior Pre-Petition Indebtedness (as defined in the Interim DIP Order);
- b. any person or entity that already has filed a signed proof of claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B10;
- c. any person or entity whose claim is listed on the Schedules if (i) the claim is not scheduled as either "disputed," "contingent," or "unliquidated;" (ii) such entity agrees with the amount, nature, classification, and priority of the claim as set forth in the Schedules; and (iii) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- d. any holder of a claim that has previously been allowed by order of the Court;
- e. any holder of a claim that has been paid in full by any of the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- f. any Debtor having a claim against another Debtor;
- g. any holder of an administrative expense allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code other than Section 503(b)(9) Claims; and
- h. any holder of an interest based on equity securities of a Debtor solely with respect to such holder's ownership interest in or possession of such equity

securities; *provided, however*, that any such holders who wish to assert a claim against any of the Debtors based on transactions in the Debtors' securities, including, but not limited to, claims for damages or rescission based on the purchase or sale of such securities, must file a proof of claim on or prior to the General Bar Date; *provided, further*, that the Debtors reserve all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

11. Pursuant to Bankruptcy Rule 2002, the form of the Bar Date Notice and the Proof of Claim Form annexed hereto as **Exhibit 1** and **2**, respectively, and the manner of providing notice of the Bar Dates proposed in the Motion, are approved in all respects. The manner of notice of the Bar Dates approved herein, including publication of the Publication Notice attached hereto as **Exhibit 3**, is deemed to fulfill the notice requirements of the Bankruptcy Rules and the Local Rules and shall be deemed good and sufficient notice of the Bar Dates to known creditors in accordance with Bankruptcy Rule 2002(a)(7) and unknown creditors in accordance with the Court of Appeals for the Third Circuit's decision in *Chemetron Corp. v. Jones (In re Chemetron Corp.)*.³

12. The Debtors shall cause copies of the Bar Date Package, which shall consist of the Bar Date Notice and a Proof of Claim Form, to be mailed to all the Notice Parties (as identified in the Motion) by first class mail, postage prepaid. On the date the Debtors commence service of the Bar Date Package (*i.e.*, the Service Date), the Debtors shall also file on the docket in the Chapter 11 Cases a copy of the Bar Date Notice that specifies the actual date of the General Bar Date.

13. The Debtors are authorized to cause publication of the bar date notice in one the national edition of *The New York Times*, *USA Today*, or *The Wall Street Journal* at least thirty (30) days prior to the General Bar Date.

³ 72 F.3d 341, 346 (3d Cir. 1995).

14. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in the Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, and this Order with respect to a particular claim against the Debtors, but that fails to do so by the applicable Bar Date, shall not be treated as a creditor with respect to such claim for the purposes of voting on and distribution under any chapter 11 plan proposed and/or confirmed in the Chapter 11 Cases.

15. The following requirements shall apply with respect to filing and preparing each proof of claim:

- a. each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors; and (iv) be signed by the holder of the claim or by an authorized agent of the holder of the claim;
- b. all claimants must submit an original, written proof of claim that substantially conforms to the Proof of Claim Form (by overnight mail, courier service, hand delivery, regular mail, or in person). Copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will *not* be accepted;
- c. except as otherwise required by this Order, each proof of claim *must* clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number; a proof of claim filed under the joint administration case number (Case No. 15-11761 (MFW)), or otherwise without identifying a Debtor, will be deemed as filed only against Santa Fe Gold Corporation;
- d. except as otherwise required by this Order, each proof of claim must state a claim against *only one* Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, such claim will be treated as if filed only against the first-listed Debtor;
- e. each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d);
- f. each proof of claim, including supporting documentation, must be filed by United States mail or other hand-delivery system so as to be *actually*

received by ALCS on or before the applicable Bar Date at the following address:

Via First Class Mail to:
Santa Fe Claims Processing
c/o American Legal Claim Services
PO Box 23650
Jacksonville, Florida 32241-3650

Via Overnight Mail or Hand-Delivery to:
Santa Fe Claims Processing
c/o American Legal Claim Services
5985 Richard Street, Suite 3
Jacksonville, Florida 32216

- g. a creditor who wishes to receive an as-filed complete copy of such creditor's proof of claim, must enclose a stamped self-addressed envelope and an extra copy of such creditor's proof of claim.

16. The provisions of this Order apply to all claims of whatever character, against the Debtors or their assets, whether secured or unsecured, priority or nonpriority, liquidated or unliquidated, fixed or contingent.

17. All creditors who desire to rely on the Schedules with respect to filing a proof of claim in the Chapter 11 Cases shall have the responsibility for determining that their respective claims are accurately listed therein.

18. The Debtors are authorized to amend the forms and notices approved hereby to conform to the applicable dates established by this Order and to make other non-substantive changes thereto.

19. The Debtors are authorized, in their discretion, to extend the applicable Bar Date to certain holders of claims by stipulation where the Debtors determine that such extension is in the best interests of their estates.

20. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

21. The Debtors and ALCS are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

22. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

23. This Court shall retain jurisdiction, even after the closing of the Chapter 11 Cases, with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2015
Wilmington, Delaware

Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT 1

**Form Notice of Deadline for the
Filing of Proofs of Claim**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
:
In re : **Chapter 11**
:
SANTA FE GOLD CORPORATION, et al., : **Case No. 15-11761 (MFW)**
:
Debtors.¹ : **Jointly Administered**
:
: **Ref. Docket No. ____**
-----X

**NOTICE OF ESTABLISHMENT OF BAR DATES FOR FILING PROOFS
OF PREPETITION CLAIMS, INCLUDING SECTION 503(b)(9) CLAIMS**

To All Persons and Entities with Claims Against Any of the Following Debtor Entities:

DEBTOR (Other names, if any, used by the Debtor in the last 8 years)	ADDRESS	CASE NO.	EIN
Santa Fe Gold Corporation (f/k/a Azco Mining, Inc.)	1219 Banner Mine Road, Lordsburg, New Mexico 88045	15-11761	84-1094315
Azco Mica, Inc.	1219 Banner Mine Road, Lordsburg, New Mexico 88045	15-11762	86-0758577
The Lordsburg Mining Company	1219 Banner Mine Road, Lordsburg, New Mexico 88045	15-11763	59-3014474
Santa Fe Gold (Barbados) Corporation	1219 Banner Mine Road, Lordsburg, New Mexico 88045	15-11764	N/A

**YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE
HOLDING A CLAIM AGAINST ONE OR MORE OF THE DEBTORS IN
THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD
READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY.
IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.**

On August 26, 2015 (the “Petition Date”), the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned cases (the “Chapter 11 Cases”) filed petitions commencing the Chapter 11 Cases under title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Santa Fe Gold Corporation (4315); Azco Mica, Inc. (8577); The Lordsburg Mining Company (4474); and Santa Fe Gold (Barbados) Corporation (N/A). The Debtors’ mailing address is 1219 Banner Mine Road, Lordsburg, New Mexico 88045.

On {●}, 2015, the Court entered an order [Docket No. {●}] (the “Bar Date Order”) establishing various bar dates for filing proofs of claim and requests for allowance of certain administrative expenses. The Court has established {●}, 2015, at 4:00 p.m. (prevailing Eastern Time) (the “General Bar Date”) as the general claims bar date for filing proofs of claim in the Chapter 11 Cases for all persons and entities other than governmental units and February 22, 2016, at 4:00 p.m. (prevailing Eastern Time) (the “Government Bar Date”) as the bar date for governmental units to file proofs of claim in the Chapter 11 Cases. As described below, the Bar Date Order also establishes different bar dates for other categories of claims.

For your convenience, enclosed with this notice is a personalized proof of claim form that identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in the Chapter 11 Cases (the “Schedules”).

As used in this notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the United States trustee. The terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively. Additionally, the term “claim” means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. Finally, “Section 503(b)(9) Claims” means any claim entitled to administrative expense status under section 503(b)(9) of the Bankruptcy Code.

A. The Bar Dates

The Bar Date Order establishes the following bar dates for filing proofs of claim in the Chapter 11 Cases (the “Bar Dates”):

- a. The General Bar Date. Pursuant to the Bar Date Order, except as described below, all persons or entities holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date are required to file proofs of claim by {●}, 2015, at 4:00 p.m. (*prevailing Eastern Time*). The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including Section 503(b)(9) Claims, secured claims, unsecured priority claims, and unsecured nonpriority claims.
- b. The Government Bar Date. Pursuant to the Bar Date Order, all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date are required to file proofs of claim by **February 22, 2016, at 4:00 p.m. (*prevailing Eastern Time*)**. The Government Bar Date applies to all governmental units holding claims against the Debtors (whether Section 503(b)(9) Claim, secured claims, unsecured priority claims, or unsecured nonpriority claims) that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtors for unpaid taxes,

whether such claims arise from prepetition tax periods or prepetition transactions to which the Debtors were a party.

- c. The Amended Schedule Bar Date. If, subsequent to the date of this notice, a Debtor amends or supplements its Schedules to modify the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules; to change the nature or classification of a claim against a Debtor reflected in the Schedules; or to add a new claim to the Schedules, the affected creditor is required to file a proof of claim or amend any previously filed proof of claim in respect of the affected claim on or before the later of (i) the above-listed Bar Date applicable to such affected creditor and (ii) twenty-one (21) days after the date that notice of the applicable amendment or supplement to the Schedules is served on the creditor. The later of these dates is referred to in this notice as the “Amended Schedule Bar Date.”
- d. The Rejection Bar Date. Any entity whose claim arises out of the Court-approved rejection of an executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code prior to the confirmation of a chapter 11 plan in the applicable Debtor’s case must file a proof of claim on or before the later of (i) the General Bar Date (or the Government Bar Date for governmental units) and (ii) thirty (30) days after the effective date of rejection of the applicable contract or lease. The later of these dates is referred to in this notice as the “Rejection Bar Date.”

B. Who Must File a Proof of Claim

Unless one of the exceptions described in Section E below applies, you **MUST** file a proof of claim to share in distributions from the Debtors’ bankruptcy estates if you have a claim that arose or is deemed to have arisen prior to the Petition Date. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

Except where the Rejection Bar Date, the Government Bar Date, or the Amended Schedule Bar Date applies to establish a different deadline or one of the exceptions in Section E below applies, the following entities must file proofs of claim on or before the General Bar Date:

- a. any person or entity whose claim against a Debtor is not listed in the applicable Debtor’s Schedules or is listed in the Schedules as either one or more of disputed, contingent, or unliquidated or
- b. any person or entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

C. What to File

The Debtors are enclosing a proof of claim form for use in the Chapter 11 Cases, but you may use another proof of claim form that conforms substantially to Official Bankruptcy Form B10. If your claim is scheduled by the Debtors, the attached proof of claim form also sets forth (i) the amount of your claim (if any) as scheduled by the Debtors; (ii) the specific Debtor against which the claim is scheduled; (iii) whether your claim is scheduled as either one or more of disputed, contingent, or unliquidated; and (iv) whether your claim is listed as a secured, unsecured priority, or unsecured nonpriority claim. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. You may utilize the proof of claim form provided by the Debtors to file your claim.

All proof of claim forms must be signed by the creditor or, if the creditor is not an individual, by an authorized agent of the creditor. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Any entity asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its claim is asserted. If more than one Debtor is listed on the proof of claim form, the proof of claim will be treated as filed *only* against the first listed Debtor.

Under the Bar Date Order, the filing of a proof of claim form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code. All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code. *For the avoidance of doubt, Section 503(b)(9) Claims must be filed by the General Bar Date.*

<p align="center">PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL <u>NOT</u> BE ACCEPTED.</p>

D. When and Where to File

All proofs of claim must be submitted in person, by courier service, by hand delivery, or by mail so as to be actually received by the Debtors' claims agent, American Legal Claims Services, LLC ("ALCS"), *on or before the applicable Bar Date* at the following address: *Via First Class Mail to Santa Fe Claims Processing c/o American Legal Claim Services, PO Box 23650, Jacksonville, Florida 32241-3650 or Via Overnight Mail or Hand-Delivery to Santa Fe Claims Processing c/o American Legal Claim Services, 5985 Richard Street, Suite 3, Jacksonville, Florida 32216.*

Proofs of claims will be collected, docketed, and maintained by ALCS. If you wish to receive acknowledgement of ALCS's receipt of a proof of claim, you must submit by the applicable Bar Date and concurrently with submitting your original proof of claim (i) a copy of the original proof of claim and (ii) a self-addressed, postage-prepaid return envelope.

Proofs of claim will be deemed filed only when actually received by ALCS. Proofs of claim may not be delivered by facsimile or electronic mail transmission. Any facsimile or electronic mail submissions will not be accepted and will not be considered filed until a proof of claim is submitted by one of the methods described above.

E. Who Need Not File a Proof of Claim

The Bar Date Order further provides that the following entities, who otherwise would be subject to the General Bar Date, need *not* file proofs of claim in the Chapter 11 Cases:

- a. the Senior Pre-Petition Lender (as defined in the Interim DIP Order) with respect to the Senior Pre-Petition Indebtedness (as defined in the Interim DIP Order);
- b. any person or entity that already has filed a signed proof of claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B10;
- c. any person or entity whose claim is listed on the Schedules if (i) the claim is not scheduled as either “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, classification, and priority of the claim as set forth in the Schedules; and (iii) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- d. any holder of a claim that has previously been allowed by order of the Court;
- e. any holder of a claim that has been paid in full by any of the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- f. any Debtor having a claim against another Debtor;
- g. any holder of an administrative expense allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code other than Section 503(b)(9) Claims; and
- h. any holder of an interest based on equity securities of a Debtor solely with respect to such holder’s ownership interest in or possession of such equity securities; *provided, however*, that any such holders who wish to assert a claim against any of the Debtors based on transactions in the Debtors’ securities, including, but not limited to, claims for damages or rescission based on the purchase or sale of such securities, must file a proof of claim on or prior to the General Bar Date; *provided, further*, that the Debtors reserve all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

F. Executory Contracts and Unexpired Leases

As described in Section A above, any entity that has a claim arising out of the rejection of an executory contract or unexpired lease prior to the confirmation of a chapter 11 plan must file a proof of claim for damages caused by such rejection by the Rejection Bar Date.

G. Consequences of Failure to File a Proof of Claim by the Applicable Bar Date

PURSUANT TO BANKRUPTCY RULE 3003(c)(2), ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM IN THE CHAPTER 11 CASES PURSUANT TO THE BANKRUPTCY CODE, THE BANKRUPTCY RULES, AND THE BAR DATE ORDER WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS, BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON AND DISTRIBUTION UNDER ANY CHAPTER 11 PLAN PROPOSED AND/OR CONFIRMED IN THE CHAPTER 11 CASES.

H. The Debtors' Schedules and Access Thereto

You may be listed as the holder of a claim against one or more of the Debtors in the Schedules. To determine if and how you are listed in the Schedules, please refer to the information set forth on the enclosed proof of claim form regarding the nature, amount, classification, and status of your claim. If the Debtors believe that you may hold claims against more than one Debtor, you will receive proof of claim forms, each of which will reflect the nature and amount of your claim by separate Debtor, as listed in the Schedules.

If you choose to rely on the Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, the enclosed form (i) sets forth the amount of your claim (if any) as set forth in the Schedules; (ii) identifies the Debtor against which it is scheduled; (iii) specifies whether your claim is listed in the Schedules as either one or more of disputed, contingent, or unliquidated; and (iv) identifies whether your claim is scheduled as a secured claim, unsecured priority claim, or unsecured nonpriority claim.

As described above, if (i) you agree with the nature, amount, and status of your claim as listed in the Schedules; (ii) you do not dispute that your claim is only against the Debtor specified by the Debtors; and (iii) your claim is *not* described as either one or more of "disputed," "contingent," or "unliquidated;" you need not file a proof of claim. Otherwise, you must file a proof of claim before the applicable Bar Date in accordance with the procedures set forth in this notice.

I. Reservation of Rights

The Debtors reserve the right to (i) dispute, or to assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, priority, classification, or otherwise; (ii) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (iii) otherwise amend or supplement the Schedules. Nothing contained in this notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

J. Additional Information

Copies of the Schedules, the Bar Date Order, and other information regarding the Chapter 11 Cases are available for inspection free of charge on ALCS's website at <https://www.americanlegal.com/santafegold>. The Schedules and other filings in the Chapter 11 Cases also are available for a fee at the Court's website at www.deb.uscourts.gov. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER service at www.pacer.psc.uscourts.gov. Copies of the Schedules and other documents filed in the Chapter 11 Cases also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern Time), Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' notice and claims agent, ALCS, directly by writing to Santa Fe Claims Processing c/o American Legal Claim Services, PO Box 23650, Jacksonville, Florida 32241-3650 *if via first class mail* or Santa Fe Claims Processing c/o American Legal Claim Services, 5985 Richard Street, Suite 3, Jacksonville, Florida 32216 *if via overnight mail or hand-delivery*; by submitting an inquiry at <https://www.americanlegal.com/santafegold/page/submit-inquiry>; or calling (904) 517-1442.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT ITS OWN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM. NEITHER THE COURT NOR COUNSEL TO THE DEBTORS CAN ADVISE CREDITORS WHETHER THEY SHOULD FILE A PROOF OF CLAIM.

Dated: November____, 2015
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Robert S. Brady (No. 2847)
Edmon L. Morton (No. 3856)
Kenneth J. Enos (No. 4544)
Ian J. Bambrick (No. 5455)
1000 N. King Street
Rodney Square
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

Counsel to the Debtors and Debtors in Possession

EXHIBIT 2

Form of Proof of Claim

UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE		PROOF OF CLAIM						
<p>Indicate Debtor against which you assert a claim by checking the appropriate box below (Check only one Debtor per claim form):</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top; border: none;"> <input type="checkbox"/> Santa Fe Gold Corporation (Case No. 15-11761) <input type="checkbox"/> Azco Mica, Inc. (Case No. 15-11762) </td> <td style="width: 50%; vertical-align: top; border: none;"> <input type="checkbox"/> The Lordsburg Mining Company (Case No. 15-11763) <input type="checkbox"/> Santa Fe Gold (Barbados) Corporation (Case No. 15-11764) </td> </tr> </table>			<input type="checkbox"/> Santa Fe Gold Corporation (Case No. 15-11761) <input type="checkbox"/> Azco Mica, Inc. (Case No. 15-11762)	<input type="checkbox"/> The Lordsburg Mining Company (Case No. 15-11763) <input type="checkbox"/> Santa Fe Gold (Barbados) Corporation (Case No. 15-11764)				
<input type="checkbox"/> Santa Fe Gold Corporation (Case No. 15-11761) <input type="checkbox"/> Azco Mica, Inc. (Case No. 15-11762)	<input type="checkbox"/> The Lordsburg Mining Company (Case No. 15-11763) <input type="checkbox"/> Santa Fe Gold (Barbados) Corporation (Case No. 15-11764)							
<p>NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file requests for payment of an administrative expense according to 11 U.S.C. § 503.</p>		<p>COURT USE ONLY</p> <input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____ <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.						
<p>Name of Creditor (the person or other entity to whom the debtor owes money or property):</p>								
<p>Name and address where notices should be sent:</p>								
<p>Telephone number: _____ email: _____</p>								
<p>Name and address where payment should be sent (if different from above):</p>		<p>Telephone number: _____ email: _____</p>						
<p>Telephone number: _____ email: _____</p>								
<p>1. Amount of Claim as of Date Case Filed: \$ _____</p> <p>If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5.</p> <p><input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.</p>								
<p>2. Basis for Claim: _____ (See instruction #2)</p>								
<p>3. Last four digits of any number by which creditor identifies debtor:</p> <p>____ _</p>	<p>3a. Debtor may have scheduled account as:</p> <p>_____ (See instruction #3a)</p>	<p>3b. Uniform Claim Identifier (optional):</p> <p>_____ (See instruction #3b)</p>						
<p>4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top; border: none;"> <p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other</p> <p>Describe:</p> <p>Value of Property: \$ _____</p> <p>Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)</p> </td> <td style="width: 50%; vertical-align: top; border: none;"> <p>Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:</p> <p style="text-align: right;">\$ _____</p> <p>Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____</p> <p>Amount Unsecured: \$ _____</p> </td> </tr> </table>			<p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other</p> <p>Describe:</p> <p>Value of Property: \$ _____</p> <p>Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)</p>	<p>Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:</p> <p style="text-align: right;">\$ _____</p> <p>Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____</p> <p>Amount Unsecured: \$ _____</p>				
<p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other</p> <p>Describe:</p> <p>Value of Property: \$ _____</p> <p>Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)</p>	<p>Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:</p> <p style="text-align: right;">\$ _____</p> <p>Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____</p> <p>Amount Unsecured: \$ _____</p>							
<p>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top; border: none;"> <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B). </td> <td style="width: 33%; vertical-align: top; border: none;"> <input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4). </td> <td style="width: 33%; vertical-align: top; border: none;"> <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5). </td> </tr> <tr> <td style="width: 33%; vertical-align: top; border: none;"> <input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7). </td> <td style="width: 33%; vertical-align: top; border: none;"> <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8). </td> <td style="width: 33%; vertical-align: top; border: none;"> <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____). </td> </tr> </table> <p style="text-align: right;">Amount entitled to priority: \$ _____</p>			<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).	<input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).						
<input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).						

*Amounts are subject to adjustment on 4/1/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____ (See instruction #6)

7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #7)

8. Documents: Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, or security agreements. If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. (See instruction #8, and the definition of "**redacted**".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

9. Signature: (See instruction #9)

Check the appropriate box.

☐ I am the creditor. ☐ I am the creditor's authorized agent. ☐ I am the trustee, or the debtor, or their authorized agent. ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
 (See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: _____

Title: _____

Company: _____

Address and telephone number (if different from notice address above): _____

(Signature)

(Date)

Telephone number: _____ email: _____

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim Form**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district in which the bankruptcy case was filed (for example, District of Delaware), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions, below.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien

documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Claim Pursuant to 11 U.S.C. § 503(b)(9):

Check this box if you have a claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim. (See Definitions, below.)

7. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

8. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

9. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding.

In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION**Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, please enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <https://www.americanlegal.com/santafegold>.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. §§ 101-1532), and any applicable orders of the bankruptcy court.

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

Via First Class Mail to:
Santa Fe Claims Processing
c/o American Legal Claim Services
PO Box 23650
Jacksonville, FL 32241-3650

Via Overnight Mail or Hand-Delivery to:
Santa Fe Claims Processing
c/o American Legal Claim Services
5985 Richard Street, Suite 3
Jacksonville, Florida 32216

EXHIBIT 3

Publication Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
: **Chapter 11**
: **Case No. 15-11761 (MFW)**
: **Jointly Administered**
: **Ref. Docket No. _____**
-----X

In re
SANTA FE GOLD CORPORATION, et al.,
Debtors.¹

**NOTICE OF ESTABLISHMENT OF BAR DATES FOR FILING PROOFS
OF PREPETITION CLAIMS, INCLUDING SECTION 503(b)(9) CLAIMS**

On August 26, 2015 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed petitions commencing chapter 11 cases (the “Chapter 11 Cases”) under title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”). On {●}, 2015, the Court entered an order establishing various bar dates for filing proofs of claim and requests for allowance of certain administrative expenses (the “Bar Date Order”).

The General Bar Date: All persons or entities holding claims against the Debtors that arose prior to the Petition Date are required to file proofs of claim by {●}, 2015, at 4:00 p.m. (*prevailing Eastern Time*). The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including claims arising under section 503(b)(9) of the Bankruptcy Code (“Section 503(b)(9) Claims”), secured claims, unsecured priority claims, and unsecured nonpriority claims.

The Government Bar Date: All governmental units holding claims against the Debtors that arose prior to the Petition Date are required to file proofs of claim by **February 22, 2016, at 4:00 p.m. (*prevailing Eastern Time*)** (together with the General Bar Date, the “Bar Dates”). The Government Bar Date applies to all governmental units holding claims against the Debtors that arose prior to the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax periods or prepetition transactions to which the Debtors were a party.

The Amended Schedule Bar Date: If, after the date of this notice, the Debtors amend or supplements the schedules of assets and liabilities filed in the Chapter 11 Cases (the “Schedules”) to modify the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules; to change the nature or classification of a claim against a Debtor reflected in the Schedules; or to add a new claim to the Schedules, the affected creditor is required to file a proof of claim or amend any previously filed proof of claim in respect of the affected claim on or before the later of (i) the above-listed Bar Date applicable to such affected creditor and (ii) twenty-one (21) days after the date that notice of the applicable amendment or supplement to the Schedules is served on the creditor. The later of these dates is referred to as the “Amended Schedule Bar Date.”

The Rejection Bar Date: If your claim arises out of the rejection of an executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code prior to the confirmation of a chapter 11 plan you must file a proof of claim on or before the later of (i) the General Bar Date (or the Government Bar Date for governmental units) and (ii) thirty (30) days after the effective date of rejection of the applicable contract or lease. The later of these dates is referred to as the “Rejection Bar Date.”

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Santa Fe Gold Corporation (4315); Azco Mica, Inc. (8577); The Lordsburg Mining Company (4474); and Santa Fe Gold (Barbados) Corporation (N/A). The Debtors’ mailing address is 1219 Banner Mine Road, Lordsburg, New Mexico 88045.

Entities That Must File Proofs of Claim by the Bar Date: Unless one of the exceptions described in the Bar Date Order applies, you MUST file a proof of claim to vote on a chapter 11 plan or to share in distributions if you have a claim that arose prior to the Petition Date. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

Except where the Rejection Bar Date, the Government Bar Date, or the Amended Schedule Bar Date establishes a different deadline or one of the exceptions below applies, you must file proofs of claim on or before the General Bar Date if:

- your claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed in the Schedules as either one or more of disputed, contingent, or unliquidated or
- you believe that your claim is improperly classified in the Schedules or is listed in an incorrect amount and desire to have your claim allowed in a different classification or amount.

All proof of claim forms must be signed by the creditor or, if the creditor is not an individual, by an authorized agent of the creditor. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Any entity asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its claim is asserted. If more than one Debtor is listed on the proof of claim form, the proof of claim will be treated as filed *only* against the first listed Debtor.

Under the Bar Date Order, the filing of a proof of claim form shall be deemed to satisfy the procedural requirements for the assertion of Section 503(b)(9) Claims. All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code. *For the avoidance of doubt, Section 503(b)(9) Claims must be filed by the General Bar Date.*

When and Where to File: All proofs of claim must be submitted in person, by courier service, by hand delivery, or by mail, in each case so as to be actually received by the Debtors' claims agent, American Legal Claims Services, LLC ("ALCS"), *on or before the applicable Bar Date* at the following address: *Via First Class Mail to Santa Fe Claims Processing c/o American Legal Claim Services, PO Box 23650, Jacksonville, Florida 32241-3650 or Via Overnight Mail or Hand-Delivery to Santa Fe Claims Processing c/o American Legal Claim Services, 5985 Richard Street, Suite 3, Jacksonville, Florida 32216.* Proofs of claims will be collected, docketed, and maintained by ALCS. If you wish to receive acknowledgement of ALCS's receipt of a proof of claim, you must submit by the applicable Bar Date and concurrently with submitting your original proof of claim (i) a copy of the original proof of claim and (ii) a self-addressed, postage-prepaid return envelope.

Proofs of claim will be deemed filed only when actually received by ALCS. Proofs of claim delivered by facsimile or electronic mail transmission will not be accepted.

The Bar Date Order provides that certain entities, who otherwise would be subject to the General Bar Date, do *not* need to file proofs of claim in the Chapter 11 Cases. You should obtain a copy of the Bar Date Order to determine if the General Bar Date does not apply to you.

PURSUANT TO BANKRUPTCY RULE 3003(c)(2), ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM IN THE CHAPTER 11 CASES PURSUANT TO THE BANKRUPTCY CODE, THE BANKRUPTCY RULES, AND THE BAR DATE ORDER WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS, BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON AND DISTRIBUTION UNDER ANY CHAPTER 11 PLAN PROPOSED AND/OR CONFIRMED IN THE CHAPTER 11 CASES.

If you choose to rely on the Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. If (i) you agree with the nature, amount, and status of your claim as listed in the Schedules; (ii) you do not dispute that your claim is only against the Debtor specified by the Debtors; and (iii) your claim is *not* described as either one or more of "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise,

you must file a proof of claim before the applicable Bar Date in accordance with the procedures set forth in this notice.

Copies of the Schedules, the Bar Date Order, and other information regarding the Chapter 11 Cases are available for inspection free of charge on ALCS's website at <https://www.americanlegal.com/santafegold>. The Schedules and other filings in the Chapter 11 Cases are also available for a fee at the Court's website at www.deb.uscourts.gov. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER service at www.pacer.psc.uscourts.gov. Copies of the Schedules and other documents filed in the Chapter 11 Cases may also be examined between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern Time), Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' notice and claims agent, ALCS, directly writing to Santa Fe Claims Processing c/o American Legal Claim Services, PO Box 23650, Jacksonville, Florida 32241-3650 *if via first class mail* or Santa Fe Claims Processing c/o American Legal Claim Services, 5985 Richard Street, Suite 3, Jacksonville, Florida 32216 *if via overnight mail or hand-delivery*; by submitting an inquiry at <https://www.americanlegal.com/santafegold/page/submit-inquiry>; or calling (904) 517-1442.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT ITS OWN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM. NEITHER THE COURT NOR COUNSEL TO THE DEBTORS CAN ADVISE CREDITORS WHETHER THEY SHOULD FILE A PROOF OF CLAIM.

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Robert S. Brady (No. 2847)
Edmon L. Morton (No. 3856)
Kenneth J. Enos (No. 4544)
Ian J. Bambrick (No. 5455)
1000 N. King Street
Rodney Square
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

Counsel to the Debtors and Debtors in Possession