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

**FORM 10-QSB**

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934** For the quarterly period ended September 30, 2005

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934** For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**LITTLE SQUAW GOLD MINING COMPANY**

(Exact Name of Small Business Registrant as Specified in its Charter)

**ALASKA**

(State or other jurisdiction of incorporation)

**001-06412**

(Commission File Number)

**91-0742812**

(IRS Employer Identification No.)

**3412 S. Lincoln Drive, Spokane WA**

(Address of principal executive offices)

**99203-1650**

(Zip Code)

**(509) 624-5831**

(Registrant's telephone number, including area code)

Check whether the issuer (1) has filed all documents and reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filings for the past 90 days. **YES** ☒ **NO** ☐

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act.) ☐ Yes ☒ **No**

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 16,833,420 shares of Common Stock as of October 18, 2005

Transitional Small Business Disclosure format (check one): Yes ☐ **No** ☒

SEC 2334 (9-05)

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## PART I

### ITEM 1. FINANCIAL STATEMENTS

#### **Little Squaw Gold Mining Company**

*(An Exploration Stage Company)*

#### **Balance Sheets**

*September 30, 2005 and December 31, 2004*

	(unaudited) September 30, <u>2005</u>	December 31, <u>2004</u>
<b>ASSETS</b>		
Current assets:		
Cash	\$ 81,643	\$ 32,855
Prepaid expenses	11,787	6,198
Other receivable	<u>3,000</u>	<u>          </u>
Total current assets	<u>96,430</u>	<u>39,053</u>
Plant, equipment, and mining claims:		
Other equipment, net of depreciation	3,806	4,441
Mining and mineral properties	321,041	321,041
Other assets	<u>6,111</u>	<u>3,025</u>
Total assets	<u>\$ 427,388</u>	<u>\$ 367,560</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 11,129	\$ 5,020
Accounts payable – related parties	80,298	32,772
Accrued interest	3,000	<u>          </u>
Notes payable	<u>100,000</u>	<u>          </u>
Total current liabilities	<u>194,427</u>	<u>37,792</u>
Long-term liabilities:		
Accrued remediation costs	<u>50,000</u>	<u>50,000</u>
Total liabilities	<u>244,427</u>	<u>87,792</u>
Stockholders' equity:		
Preferred stock; no par value, 10,000,000 shares authorized; no shares issued or outstanding		
Common stock; \$0.10 par value, 200,000,000 shares authorized; 16,133,420 and 15,364,117 issued and outstanding, respectively	1,613,342	1,536,411
Additional paid-in capital	862,708	752,458
Deficit accumulated during the development stage	<u>(2,293,089)</u>	<u>(2,009,101)</u>
Total stockholders' equity	<u>182,961</u>	<u>279,768</u>
Total liabilities and stockholders' equity	<u>\$ 427,388</u>	<u>\$ 367,560</u>

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

**Little Squaw Gold Mining Company**  
**(A Development Stage Company)**  
**Statements of Operations**  
**(unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,		From Inception (March 26, 1959) Through September 30,
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>	<u>2005</u>
Revenue:					
Royalties, net					\$ 398,752
Lease and rental					99,330
Gold sales and other	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>31,441</u>
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>529,523</u>
Expenses:					
Other costs of operations					8,030
Management fees and salaries	\$ 13,500	\$ 15,825	\$ 48,050	\$ 49,225	1,000,107
Directors' fees	3,900	6,900	10,900	18,700	263,043
Professional services	51,578	62,996	166,371	193,613	818,980
Other general and administrative expense	18,838	18,062	41,829	31,083	256,047
Mineral property maintenance	1,947	2,024	5,212	6,464	18,129
Office supplies and other expense	2,226	1,993	5,104	9,200	243,654
Depreciation	211	212	635	282	5,882
Reclamation and miscellaneous					115,102
Loss on partnership venture					53,402
Equipment repairs	<u>92,200</u>	<u>108,012</u>	<u>278,101</u>	<u>308,567</u>	<u>25,170</u>
					<u>2,807,546</u>
Other (income) expense:					
Interest expense	3,000		6,055		42,356
Interest income	<u>(59)</u>	<u>(151)</u>	<u>(168)</u>	<u>(527)</u>	<u>(27,290)</u>
Total other (income) expense	<u>2,941</u>	<u>(151)</u>	<u>5,887</u>	<u>(527)</u>	<u>15,066</u>
Net loss	<u>\$ 95,141</u>	<u>\$ 107,861</u>	<u>\$ 283,988</u>	<u>\$ 308,040</u>	<u>\$ 2,293,089</u>
Net loss per common share	<u>\$ Nil</u>	<u>\$ Nil</u>	<u>\$ Nil</u>	<u>\$ Nil</u>	<u>\$ Nil</u>
Weighted average common shares outstanding-basic	<u>15,835,594</u>	<u>14,974,117</u>	<u>15,573,728</u>	<u>14,564,747</u>	<u>6,633,063</u>

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

**Little Squaw Gold Mining Company**  
**(An Exploration Stage Company)**  
**Statements of Cash Flows (unaudited)**

	Nine Months Ended September 30,		From Inception (March 26, 1959) Through September 30,
	<u>2005</u>	<u>2004</u>	<u>2005</u>
Cash flows from operating activities:			
Net loss	\$ (283,988)	\$ (308,040)	\$ (2,293,089)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	635	282	6,376
Common stock, warrants, and options issued for salaries and fees	45,306	11,910	431,900
Change in:			
Prepaid expenses	(5,589)	(2,544)	(11,787)
Gold inventory		(3,025)	(3,025)
Other receivable	(3,000)		(3,000)
Accounts payable, other	6,109	21,988	11,128
Accounts payable, related party	47,526		100,298
Accrued compensation, related party			255,450
Accrued payroll taxes			19,323
Accrued interest	3,000		3,000
Convertible success award, Walters LITS			88,750
Accrued remediation costs			50,000
Net cash used - operating activities	<u>(190,001)</u>	<u>(279,429)</u>	<u>(1,344,676)</u>
Cash flows from investing activities:			
Receipts attributable to unrecovered promotional, exploratory, and development costs			626,942
Proceeds from the sale of equipment			60,000
Additions to property, plant, equipment, and unrecovered promotional, exploratory, and development costs	<u>(3,086)</u>	<u>(4,934)</u>	<u>(373,428)</u>
Net cash used - investing activities	<u>(3,086)</u>	<u>(4,934)</u>	<u>313,514</u>
Cash flows from financing activities:			
Issuance of common stock, net of offering costs	141,875	288,313	1,020,979
Proceeds from notes payable	100,000		100,000
Acquisitions of treasury stock			(8,174)
Net cash provided - financing activities	<u>241,875</u>	<u>288,313</u>	<u>1,112,805</u>
Net increase in cash	48,788	3,950	81,643
Cash, beginning of period	<u>32,855</u>	<u>98,834</u>	<u>0</u>
Cash, end of period	<u>\$ 81,643</u>	<u>\$ 102,784</u>	<u>\$ 81,643</u>
Supplemental disclosures of cash flow information:			
Non-cash investing activities:			
Mining claims purchased - common stock		\$ 35,000	\$ 35,000
Non-cash financing activities:			
Related party liabilities compensation converted to common stock		\$ 88,750	\$ 301,086

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

**Little Squaw Gold Mining Company**  
**Notes to Financial Statements (Unaudited)**

**1. BASIS OF PRESENTATION:**

The unaudited financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America for interim financial information, as well as the instructions to Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of the Company's management, all adjustments (consisting of only normal recurring accruals) considered necessary for a fair presentation of the interim financial statements have been included. Operating results for the three-month and nine-month periods ended September 30, 2005 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2005.

For further information refer to the financial statements and footnotes thereto in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2004.

Net Loss Per Share

Statement of Financial Accounting Standards No. 128, "Earnings per Share," requires dual presentation of basic earnings per share ("EPS") and diluted EPS on the face of all income statements issued after December 15, 1997, for all entities with complex capital structures. Basic EPS is computed as net income divided by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur from common shares issuable through stock options, warrants, and other convertible securities. For the periods ended September 30, 2005 and 2004, the effect of the Company's outstanding options and common stock equivalents would have been anti-dilutive. Accordingly, only basic EPS is presented.

**2. 2003 SHARE INCENTIVE PLAN:**

During the third quarter of 2005, the Company did not issue any stock options. The Company's 2003 Share Incentive Plan (the "Plan") permits the granting of nonqualified stock options, incentive stock options and shares of common stock to employees, directors and consultants.

**3. STOCKHOLDERS' EQUITY:**

**Common Stock**

On July 1, 2005 the Company issued 31,400 shares of common stock to Strata Partners, LLC as reimbursement for \$5,338 of expenses incurred on the Company's behalf in the process of obtaining financing.

**Stock Warrants**

Warrants were issued in connection with a private placement of the Company's common stock during 2004, and were exercisable at \$0.45 per share ("\$0.45 warrants") and expired on September 19, 2005. On May 18, 2005, directors consented to authorize the Company to reduce the warrant exercise price to \$0.25 through June 24, 2005. As a result, 75,000 warrants were exercised during June of 2005. There were no warrants exercised in the third quarter and, at September 30, 2005 all outstanding warrants expired, except for the warrants issued in connection with the private placement described below in Item 2.

**Little Squaw Gold Mining Company**  
**Notes to Financial Statements (Unaudited)**

**4. RELATED PARTY TRANSACTIONS:**

In January of 2005 the Company issued three convertible promissory notes ("the Notes") in order to provide working capital for the Company until it is able to raise additional capital. Two of the Notes were to shareholders for \$25,000 and \$50,000, respectively, and one of the Notes was to a director for \$25,000. The Notes are dated January 21, 2005, and were payable on demand, or if no demand was made, on July 20, 2005.

The Company has the right, any time prior to the maturity date and without notice, to convert the Notes into restricted shares of the Company's common stock and warrants. The initial conversion rate is \$0.30 per share and includes one warrant per share initially at \$0.45. The exercise price of the warrants escalates to \$0.55 and \$0.75 in the second and third year from the date of issuance. On July 20, 2005, all parties to the notes agreed to extend the term of the Notes to an indefinite period until the Company has the financial resources to repay them. In connection with the agreement to extend the term of the Notes the parties also agreed that the interest rate on the notes would increase from 6% to 12%. At September 30, 2005, the Company had accrued \$3,000 of interest related to the Notes.

On October 18, 2005 a principal payment of \$25,000 was paid on one of the convertible promissory notes in the amount of \$50,000 leaving a total balance due of \$75,000.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION**

Little Squaw Gold Mining Company is engaged in the business of identifying, acquiring and exploring gold properties throughout the Americas, starting with its Chandalar property in Alaska. The Company's strategic objective is to create value at Chandalar and other properties by conducting cost-efficient and effective exploration to discover and delineate economically viable gold deposits. The Company intends to systematically build a pipeline of drill-ready gold projects, and to become a recognized leader in the gold exploration business. It expects to fund these objectives using its own equity capital and also by property joint venture earn-in deals with senior mining companies.

The Chandalar property is located in the Alaskan arctic approximately 190 miles north of Fairbanks and about 50 miles east of Coldfoot. In the summer of 2004, Little Squaw Gold conducted a limited geological and surface sampling program on the Chandalar property that identified six new gold-bearing veins as well as eight drill-ready targets. The total number of known high-grade gold-bearing veins and vein swarms on the property is more than 30. Results of the 2004 program are described in the Company's 2004 10-KSB report, as amended. This annual report to the SEC as well as a detailed technical report of the 2004 field work by an independent registered geologist is available on the Company's web site at [www.littlesquawgold.com](http://www.littlesquawgold.com).

On April 11, 2005 the State of Alaska (the plaintiff) filed a lawsuit against the United States and sixteen companies and individuals (the defendants) to gain quiet title to the state's right-of-way for the historic Coldfoot to Chandalar Lake Trail. This action by the State of Alaska to resolve title and right-of-way issues for road access into Chandalar is considered to be a material event for the Company. To date, the State of Alaska has settled with 13 of the 17 defendants either by default or agreement. The principal defendant, the U.S. Secretary of the Interior, has not settled. Negotiations are proceeding. The Alaska State Attorney General's Office can offer no timetable for the resolution of their complaint.

The Company was unable to move forward with the drilling program planned for the Chandalar property during the summer of 2005 because the Company was unsuccessful in its efforts to raise financing in the first and second quarters of the year due to unfavorable market conditions. However, the Company did accomplish a modest surface exploration of the Chandalar property during the month of July 2005. A small field crew concentrated work on ten of the gold quartz vein prospects, where geologic maps were produced of each and 189 rock, soil and stream sediment samples were taken for analyses.

A good deal of attention was focused on the old reports of quartz vein showings at the Pallasgreen and Drumlummon prospects. These sites had not been evaluated since their discovery by prospectors early in the 1900s. At the Pallasgreen, mineralization was found along a multiple quartz vein system for approximately 400 feet. Soil samples geochemically anomalous in gold and an extensive "iron bleed" zone are indicative of mineralization in this area. The iron bleed, or ferricrete, is considered to be caused by ground water dissolution of buried metallic sulfides and re-participation of the metal ions in the surface hydrologic bleed zone. Additionally, gold in soil values were found about 4,000 feet westward along strike, which will be further evaluated in the coming year as a possible extension of the Pallasgreen veins.

Anomalous soil and rock results were also found in the Drumlummon area and in an unnamed site of vein quartz north of the Pallasgreen. An additional 160-acre state mining claim was located to include this area in the Company's property holding.

Further prospect definition work at the Pioneer, Crystal and Uranus sites firmly established proposed drill targets at each.

Pre-drilling prospect mapping was also initiated at the Little Squaw, Eneveloe, Grubstake West, Rock Glacier and Summit areas. Little Squaw quartz vein rubble was traced about 2,500 feet eastward from the known exposures and geologic mapping indicates that at least two mineralized quartz veins continue in that direction.



The two Summit quartz veins were projected about 2,000 feet westward where they are believed to be partially covered by active accumulations of slide rock. Nevertheless, stream sediment sampling together with deep penetration soil sampling results from sites along and below its projection were highly anomalous in gold.

The Company began routinely ordering the use of metallic screen assaying of samples from gold bearing quartz veins, which had not previously been employed on the Chandalar property. This modern technique mitigates the effect of nugget gold and achieves a more representative and reliable gold assay of the sample.

On August 12, 2005 the Board of Directors of Little Squaw Gold Mining Company authorized a direct private placement offering of 1.2 million Units of its securities at \$0.25 per Unit. Each Unit consists of one common share of the Company, and a three-year full share purchase warrant exercisable at \$0.30, \$0.35 and \$0.40 in the respective successive years. The Company had sold 500,000 of the Units during the second quarter and generated proceeds of \$125,000. Subsequent to the end of the second quarter, the Company completed the sale of the offering, issuing an additional 700,000 Units to investors. No fees or commissions were paid, and net proceeds to the Company were \$300,000. The proceeds of the offering will fulfill working capital needs and will also be used for fees and costs related to further equity or debt financing. Additional working capital is needed to explore and develop the Company's Chandalar gold property.

The Company is planning pursue another equity financing in the fourth quarter of this year. The structure of the anticipated financing has not yet been determined, but it will be significantly different than what had been attempted this last Spring. There can be no guarantee the Company will actually undertake the planned financing, or if it does the offering would be successful.

### **Financial Condition and Liquidity**

On September 30, 2005 the Company had total liabilities of \$244,427, and total assets of \$427,388. This compares to total liabilities of \$87,792 and total assets of about \$367,560 on December 31, 2004. As of September 30, 2005, the Company's liabilities consist of \$100,000 of convertible notes due to a director and other shareholder, \$3,000 accrued interest, \$50,000 for environmental clean up, \$11,129 in outstanding accounts payable and \$80,298 accounts payable – to officers and directors for services (related parties). The Company is currently attempting to raise money to finance a summer field program at its Chandalar property and other corporate activities. There can be no assurance that the Company will be successful in its efforts to raise such financing or be able to continue in existence for the upcoming twelve months.

The Company has incurred losses since its inception and has no recurring source of revenue. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. Management's plans for the continuation of the Company as a going concern include financing the Company's operations through sales of its common stock and the eventual profitable development of its mining properties. There are no assurances, however, with respect to the future success of these plans. The financial statements do not contain any adjustments, which might be necessary, if the Company is unable to continue as a going concern.

### **ITEM 3. CONTROLS AND PROCEDURES**

An evaluation was performed by the Company's president and principal financial officer of the effectiveness of the design and operation of our disclosure controls and procedures. And on that evaluation, the Company's president and principal financial officer concluded that disclosure controls and procedures were effective as of September 30, 2005, in ensuring that all material information required to be filed in this quarterly report has been made known to them in a timely fashion.

There has been no change in our internal controls over financial reporting during the quarter ended September 30, 2005 that has materially affect or is reasonable likely to materially affect, our internal controls over financial reporting.

## **PART II – OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

None

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

During the third quarter of 2005 the Company's Board of Directors authorized a direct private placement offering of 1.2 million Units of its securities at \$0.25 per Unit. Each Unit consists of one common share of the Company, and a three-year full share purchase warrant exercisable at \$0.30, \$0.35 and \$0.40 in the respective successive years. The Company sold 500,000 of the Units during the third quarter and generated proceeds of \$125,000. Proceeds from the sale of securities were used to finance the Company's operating capital needs. In addition, during the third quarter, the Company issued 31,400 shares of its common stock to Strata Partners, LLC as reimbursement for expenses incurred while working with the Company to obtain financing.

### **ITEM 3. DEFAULT UPON SENIOR SECURITIES**

None

### **ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None

### **ITEM 5. OTHER INFORMATION**

On September 13, 2005, the Company was notified of the resignation of Jackie Stephens, a Director of the Company. Mr. Stephens resigned for personal reasons; there were no disagreements between the Company and Mr. Stephens.

### **ITEM 6. EXHIBITS**

Exhibit 31.1 Certification of Richard R. Walters, President and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 Certification of Becky Corigliano, Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.1 Certification of Richard R. Walters, President and Chief Executive Officer pursuant to 18 U.S.C. 1350.

Exhibit 32.2 Certification of Becky Corigliano, Chief Financial Officer pursuant to 18 U.S.C. 1350.

## SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 14, 2005

LITTLE SQUAW GOLD MINING COMPANY

By /s/ Richard R. Walters  
Richard R. Walters, President and  
Chief Executive Officer

In accordance with Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 14, 2005

LITTLE SQUAW GOLD MINING COMPANY

By /s/ Becky Corigliano  
Becky Corigliano, Chief Financial Officer

EXHIBIT 31.1

I, Richard R. Walters, certify that:

1. I have reviewed this report on Form 10-QSB of Little Squaw Gold Mining Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of Little Squaw Gold Mining Company as of, and for, the periods presented in this report.
4. Little Squaw Gold Mining Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for Little Squaw Gold Mining Company and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to Little Squaw Gold Mining Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of Little Squaw Gold Mining Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in Little Squaw Gold Mining Company's internal control over financial reporting that occurred during Little Squaw Gold Mining Company's most recent fiscal quarter (Little Squaw Gold Mining Company's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, Little Squaw Gold Mining Company's internal control over financial reporting; and
5. Little Squaw Gold Mining Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to Little Squaw Gold Mining Company's auditors and the audit committee of Little Squaw Gold Mining Company's board of directors:
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Little Squaw Gold Mining Company's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in Little Squaw Gold Mining Company's internal control over financial reporting.

Date: November 14, 2005

By /s/ Richard R. Walters  
Richard R. Walters, President and  
Chief Executive Officer

EXHIBIT 31.2

I, Becky Corigliano, certify that:

1. I have reviewed this report on Form 10-QSB of Little Squaw Gold Mining Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of Little Squaw Gold Mining Company as of, and for, the periods presented in this report.
4. Little Squaw Gold Mining Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for Little Squaw Gold Mining Company and have:
  - c) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to Little Squaw Gold Mining Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - d) Evaluated the effectiveness of Little Squaw Gold Mining Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - e) Disclosed in this report any change in Little Squaw Gold Mining Company's internal control over financial reporting that occurred during Little Squaw Gold Mining Company's most recent fiscal quarter (Little Squaw Gold Mining Company's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, Little Squaw Gold Mining Company's internal control over financial reporting; and
5. Little Squaw Gold Mining Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to Little Squaw Gold Mining Company's auditors and the audit committee of Little Squaw Gold Mining Company's board of directors:
  - f) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Little Squaw Gold Mining Company's ability to record, process, summarize and report financial information; and
  - g) Any fraud, whether or not material, that involves management or other employees who have a significant role in Little Squaw Gold Mining Company's internal control over financial reporting.

Date: November 14, 2005

By /s/ Becky Corigliano  
Becky Corigliano, Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADDED BY  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Little Squaw Gold Mining Company (the "Company") on Form 10-QSB for the period ended September 30, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard R. Walters, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C.ss. 1350, as added by ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (a) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

A signed original of this written statement required by Section 906 has been provided to Little Squaw Gold Mining Company and will be retained by Little Squaw Gold Mining Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: November 14, 2005

By /s/ Richard R. Walters  
Richard R. Walters, President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADDED BY  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Little Squaw Gold Mining Company (the "Company") on Form 10-QSB for the period ended September 30, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Becky Corigliano, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C.ss. 1350, as added by ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (a) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

A signed original of this written statement required by Section 906 has been provided to Little Squaw Gold Mining Company and will be retained by Little Squaw Gold Mining Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: November 14, 2005

By /s/ Becky Corigliano  
Becky Corigliano, Chief Financial Officer