Golden Minerals Co
Form 424B5
May 03, 2016

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-199026

PROSPECTUS SUPPLEMENT
To Prospectus Dated November 5, 2014

8,000,000 Shares of Common Stock

We are offering directly to selected purchasers 8,000,000 shares of the Company's common stock, par value $0.01 per share. The shares of common stock will be sold for a purchase price equal to $0.50 per share. For a more detailed description of our common stock, see the section entitled "*Description of Common Stock*" beginning on page S-21.

Our common stock is traded on the NYSE MKT LLC under the symbol "AUMN" and on the Toronto Stock Exchange ("TSX") under the symbol "AUM." The last sale price for our common stock on May 2, 2016 was $0.74 per share on the NYSE MKT and Cdn$0.94 per share on the TSX.

As of May 2, 2016, the aggregate market value of our outstanding common stock held by non-affiliates was approximately $27,906,583, based on 76,690,333 shares of outstanding common stock, of which 37,711,599 shares were held by non-affiliates, and a per share price of $0.74 based on the closing price of our common stock on May 2, 2016. During the prior twelve-calendar-month period that ends on, and includes, the date of this prospectus supplement, and including this offering we offered securities with an aggregate market value of approximately $4,000,000 pursuant to General Instruction I.B.6. of Form S-3.

We have retained H.C. Wainwright & Co., LLC, to act as our exclusive placement agent for this offering. We have agreed to pay the placement agent the placement agent fee set forth in the table below, which assumes that we sell all of the securities we are offering. We have also agreed to reimburse the placement agent for certain of its expenses as described under "*Plan of Distribution*" in this prospectus supplement. The placement agent is not required to arrange for the sale of any specific number of securities or dollar amount but will use reasonable best efforts to arrange for the sale of the securities.

Investing in our securities involves risks. See "*Risk Factors*" beginning on page S-10 of this prospectus supplement and elsewhere in this prospectus supplement and the accompanying base prospectus for a discussion of information that should be considered in connection with an investment in our securities.

	Per Share	Total
Offering price	$0.500	$4,000,000
Placement agent fee(1)	$0.025	$200,000
Proceeds to us, before expenses	$0.475	$3,800,000

(1) In addition, we have agreed to reimburse the placement agent for certain expenses. See "*Plan of Distribution*" on page S-27 of this prospectus supplement for additional information.

We estimate the total expenses of this offering, excluding the placement agent's fees, will be approximately $200,000. The placement agent is not purchasing or selling any of our shares of common stock pursuant to this prospectus supplement or the accompanying prospectus, nor are we requiring any minimum purchase or sale of any specific number of shares of common stock. Because there is no minimum offering amount required as a condition to the closing of this offering, the actual offering amount, placement agent's fees and proceeds to us may be substantially less than the maximum amounts set forth above. We expect that delivery of the securities being offered pursuant to this prospectus supplement will be made to purchasers on or about May 6, 2016.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is May 2, 2016.

Rodman & Renshaw, a unit of H.C. Wainwright & Co., LLC

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Prospectus Supplement

Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement is part of a "shelf" registration statement that we filed with the U.S. Securities and Exchange Commission ("SEC") on Form S-3. This prospectus supplement provides specific details regarding this offer by us for 8,000,000 shares of common stock to certain investors (the "Offering"). The accompanying prospectus provides general information about us, our common stock and warrants, and certain other securities we may offer from time to time. Some of the information in the accompanying prospectus may not apply to this Offering. If information in this prospectus supplement is inconsistent with the accompanying prospectus or the documents incorporated by reference herein, you should rely on this prospectus supplement. However, if any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in the accompanying base prospectus the statement in the document having the later date modifies or supersedes the earlier statement as our business, financial conditions, results of operations and prospects may have changed since the earlier dates.

Before purchasing any securities, you should carefully read both the accompanying prospectus and this prospectus supplement, together with the additional information described in this prospectus supplement under the headings "Where You Can Find More Information" and "Documents Incorporated by Reference." You should also carefully consider the matters discussed under "Risk Factors" in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus relating to this Offering. Neither the placement agent nor we have authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither the placement agent nor we are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein relating to this Offering is accurate only as of the date of the document in which the information appears. Our business, financial condition, results of operations and prospects may have changed since that date. Information in this prospectus supplement updates and modifies the information in the accompanying prospectus.

As used in this prospectus supplement, the terms "Golden Minerals," "our," "we," or "us" refer to Golden Minerals Company, including its subsidiaries and predecessors, except where it is clear that the term refers only to Golden Minerals Company.

CURRENCY AND EXCHANGE RATE INFORMATION

Unless otherwise indicated, all references to "$" or "dollars" in this prospectus supplement and the accompanying prospectus refer to United States dollars. References to "Cdn$" in this prospectus supplement and the accompanying prospectus refer to Canadian dollars.

The noon rate of exchange on May 2, 2016, as reported by the Bank of Canada for the conversion of Canadian dollars to U.S. dollars, was Cdn$1.00 equals $0.80 and, for the conversion of U.S. dollars to Canadian dollars, was $1.00 equals Cdn$1.25.

CAUTIONARY STATEMENT REGARDING MINERALIZED MATERIAL

Mineralized material" as used in this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein and therein, although permissible under the SEC's Industry Guide 7, does not indicate "reserves" by SEC standards. We cannot be certain that any deposits at the Velardeña Properties or at the El Quevar project (each as defined in this prospectus supplement) or any of our other exploration properties will ever be confirmed or converted into SEC Industry Guide 7 compliant "reserves." Investors are cautioned not to assume that all or any part of the disclosed mineralized material estimates will ever be confirmed or converted into reserves or that mineralized material can be economically or legally extracted.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein and therein, and any free writing prospectus that we have authorized for use in connection with this Offering contain forward-looking statements within the meaning of Section 27A of the Securities Act, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

We use the words "anticipate," "continue," "likely," "estimate," "expect," "may," "could," "will," "project," "should," "believe" and similar expressions (including negative and grammatical variations) to identify forward-looking statements and information. Statements that contain these words discuss our future expectations, contain projections or state other forward-looking information. Although we believe the expectations and assumptions reflected in those forward-looking statements are reasonable, we cannot assure you that these expectations and assumptions will prove to be correct.

Our actual results could differ materially from those expressed or implied in these forward-looking statements and information as a result of the factors described under the caption "Risk Factors" in this prospectus supplement and other factors set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein, including:

Higher than anticipated care and maintenance costs at the Velardeña Properties in Mexico or at El Quevar in Argentina;

Lower revenue than anticipated from the oxide lease, which could result from delays or problems at the third party's mine or at the oxide plant, permitting problems at the third party's mine or the oxide plant, delays in constructing additional tailings capacity at the oxide plant, earlier than expected termination of the lease or other causes;

Whether Sentient (defined below) will convert the remaining principal and interest of the Sentient Loan (defined below) into our common stock or whether we will be required to pay the remaining principal and interest in cash and, if the latter, whether we will be able to raise the capital necessary to do so on terms acceptable to us or at all;

Continued decreases or insufficient increases in silver and gold prices;

Whether we are able to raise the necessary capital required to continue our business on terms acceptable to us or at all, and the likely negative effect of continued low silver and gold prices or unfavorable exploration results;

Unfavorable results from exploration at the Santa Maria, San Luis del Cordero, Rodeo or other exploration properties and whether we will be able to advance these or other exploration properties;

Variations in the nature, quality and quantity of any mineral deposits that are or may be located at the Velardeña Properties or the Company's exploration properties, changes in interpretations of geological information, and unfavorable results of metallurgical and other tests;

Whether we will be able to mine and sell minerals successfully or profitably at any of our current properties at current or future silver and gold prices and achieve our objective of becoming a mid-tier mining company;

Potential delays in our exploration activities or other activities to advance properties towards mining resulting from environmental consents or permitting delays or problems, accidents, problems with contractors, disputes under agreements related to exploration properties, unanticipated costs and other unexpected events;

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Risks related to the El Quevar project in Argentina, including whether we will be able to find a joint venture partner to advance the project, the feasibility and economic viability and unexpected costs of maintaining the project;

Our ability to hire or retain key management and mining personnel necessary to successfully manage and grow our business;

Economic and political events affecting the market prices for silver, gold, zinc, lead and other minerals which may be found on our exploration properties;

Political and economic instability in Mexico and Argentina and other countries in which we may conduct our business and future actions of any of these governments with respect to nationalization of natural resources or other changes in mining or taxation policies; and

The factors set forth in "*Risk Factors*" on page S-10 of this prospectus supplement.

These factors are not intended to represent a complete list of the general or specific factors that could affect us. We may note additional factors elsewhere in this prospectus supplement, the accompanying prospectus and in any documents incorporated by reference herein. Many of these factors are beyond our ability to control or predict. Although we believe that the expectations reflected in our forward-looking statements are based on reasonable assumptions, such expectations may prove to be materially incorrect due to known and unknown risks and uncertainties. You should not unduly rely on any of our forward-looking statements. These statements speak only as of the date of this prospectus supplement. Except as required by law, we are not obligated to publicly release any revisions to these forward-looking statements to reflect future events or developments. All subsequent written and oral forward-looking statements attributable to us and persons acting on our behalf are qualified in their entirety by the cautionary statements contained in this section and elsewhere in this prospectus supplement.

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SUMMARY

The following is a summary of the principal features of this Offering and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus supplement, in the accompanying prospectus and in the documents incorporated by reference herein and therein. This summary does not contain all of the information you should consider before investing in our securities and is qualified in its entirety by the information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein. You should carefully read the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein, including our historical financial statements and the notes to these financial statements in our most recently filed annual report on Form 10-K for the fiscal year ended December 31, 2015 and our quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2016. You should also carefully consider the matters discussed under "Risk Factors," "Cautionary Note Regarding Mineralized Material," and "Cautionary Note Regarding Forward-looking Statements" in this prospectus supplement before deciding to invest in our securities.

Our Business

We are a mining company, and we own the Velardeña and Chicago precious metals mining properties and associated oxide and sulfide processing plants (the "Velardeña Properties") in the State of Durango, Mexico, the El Quevar advanced exploration silver property in the province of Salta, Argentina ("El Quevar"), and a diversified portfolio of precious metals and other mineral exploration properties located primarily in or near historical precious metals producing regions of Mexico. The Velardeña Properties and the El Quevar advanced exploration property are our only material properties. Our management team is comprised of experienced mining professionals with extensive expertise in mineral exploration, mine construction and development and mine operations. Our principal offices are located in Golden, Colorado at 350 Indiana Street, Suite 800, Golden, CO 80401, and our registered office is the Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801. We also maintain an office at the Velardeña Properties in Mexico and exploration offices in Argentina and Mexico.

Due to continuing net operating losses, we suspended mining and sulfide processing activities at our Velardeña Properties in November 2015 in order to conserve the asset until we are able to develop mining and processing plans that at then current prices for silver and gold indicate a sustainable positive operating margin (defined as revenues less costs of sales) or we are able to locate, acquire and develop alternative mineral sources that could be economically mined and transported to the Velardeña Properties for processing.

In July 2015, we entered into a leasing agreement with Minera Hecla, S.A. de C.V. ("Hecla"), a Mexican corporation and wholly owned subsidiary of Hecla Mining Company, which for a monthly fixed fee and a variable tonnage fee will allow Hecla to process its own material through our oxide plant at the Velardeña Properties for a period of up to 30 months. Hecla began processing material in mid-December 2015, and we expect to receive net cash under the lease of between $4.0 and $5.0 million in 2016.

On October 27, 2015 the Company closed on and borrowed the entire amount available under a $5.0 million secured convertible loan (the "Sentient Note") from The Sentient Group ("Sentient"), which manages funds that before the loan held approximately 27% of our outstanding common stock (the "Sentient Loan"). At a special meeting of the stockholders held on January 19, 2016 our stockholders approved the issuance of our common stock upon conversion of the Sentient Loan.

On February 11, 2016, Sentient converted approximately $3.9 million of principal and $0.1 million of accrued interest (representing the total amount of accrued interest at the conversion date) pursuant to the Sentient Loan into 23,355,000 shares of the Company's common stock at an exercise price of

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approximately $0.172 per share, reflecting 90% of the 15-day volume weighted average price (VWAP) immediately preceding the conversion date. Following the conversion, approximately $1.1 million of principal remained outstanding and Sentient owns approximately 49% of our outstanding common stock. Sentient has the right to convert the remaining principal and interest on the loan at a price equal to the lower of: 1) $0.29, 2) 90 percent of the 15-day VWAP for the period immediately preceding the loan conversion date, or 3) an anti-dilution adjustment price based on the lowest price for which we, if applicable, sell our stock following the loan closing date. If the remaining principal and additional accrued interest is not converted into the Company's common stock, the Company would owe approximately $1.2 million to Sentient on the October 27, 2016 maturity date.

We are primarily focused on evaluating and searching for mining opportunities in North America (including Mexico) with high precious metal grades and low development costs with near term prospects of mining, and particularly properties within reasonable haulage distances of our Velardeña Properties, which may include the Santa Maria Mine located in the Parral District in Chihuahua State, Mexico, the Santa Rosa vein located in the San Luis del Cordero District in Durango or the Rodeo property located west of the Velardeña Properties in Durango. We also are focused on continuing to advance certain exploration properties located primarily in Mexico and on holding our El Quevar advanced exploration property in Argentina until we can find a partner to further advance the project. We also continue to review strategic opportunities from time to time.

Velardeña Properties

The Velardeña Properties are comprised of two underground mines and two processing plants within the Velardeña mining district, which is located in the municipality of Cuencamé, in the northeast quadrant of the State of Durango, Mexico, approximately 65 kilometers southwest of the city of Torreón, Coahuila and approximately 140 kilometers northeast of the city of Durango, which is the capital of the State of Durango. The mines are reached by a seven kilometer road from the village of Velardeña which is reached by highway from Torreón and Durango. The Velardeña mining district is situated in a hot, semi-arid region.

Of the two underground mines comprising the Velardeña Properties, the Velardeña mine includes five different major vein systems including the Terneras, Roca Negra, San Mateo, Santa Juana and San Juanes systems. During 2015 we mined from the San Mateo, Terneras and Roca Negra vein systems as well as the Santa Juana vein system to augment grades as mining and processing rates ramped up.

We own a 300 tonne per day flotation sulfide mill situated near the town of Velardeña, which processed material from the Velardeña Properties that accounted for 100% of our revenue from saleable metals during 2014 and 2015. The mill includes lead, zinc and pyrite flotation circuits in which we can process the sulfide material to make lead, zinc and pyrite concentrates. Most of the silver and gold sold in 2014 and 2015 was contained in the lead concentrate. During 2015 we processed all our mined material through the sulfide plant.

We also own a conventional 550 tonne per day cyanide leach oxide mill with a Merrill-Crowe precipitation circuit and flotation circuit located adjacent to our Chicago mine, which we previously used to process oxide and mixed sulfide/oxide material from the Velardeña Properties. In July 2015, we leased the oxide plant to a third party to process its own material through the plant for up to 30 months. The third party began processing material at the plant in December 2015. We continue to evaluate and search for other oxide and sulfide feed sources, focusing on sources within haulage distance of our sulfide and oxide mills at the Velardeña Properties.

Prior to shutdown, we trucked material from the Velardeña mines to the sulfide plant. In January 2012 we completed a tailings pond expansion at the sulfide plant, which is fully permitted and has capacity to treat tailings for approximately four additional years at the average processing rate of 285 tpd. At the oxide plant, we completed the first stage of a new tailings pond during May 2013.

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Additional tailings expansion work at the oxide plant is planned for 2016 to accommodate tailings for the third party lessee, at the cost of the third party lessee.

Power for all of the mines and plants is provided through substations connected to the national grid. Water is provided for all of the mines by wells located in the valley adjacent to the Velardeña Properties. We hold title to three wells located near the sulfide plant and hold certificates of registration to three wells located near the oxide plant. We are licensed to pump water from all six wells up to a permitted amount. We are currently pumping from the three wells associated with the oxide plant which is more than sufficient for the third party lessee's processing operations.

In November 2015 we suspended mining and sulfide processing activities at our Velardeña Properties in order to conserve the asset until we are able to develop mining and processing plans that at then current prices for silver and gold indicate a sustainable positive operating margin (defined as revenues less costs of sales) or we are able to locate, acquire and develop alternative mineral sources that could be economically mined and transported to the Velardeña Properties for processing.

As a result of the shutdown of mining and sulfide processing activities at our Velardeña Properties, the Company incurred approximately $0.6 million in the first quarter 2016 on remaining shutdown expenditures and for care and maintenance activities and expects to incur approximately $0.3 million in quarterly holding costs going forward while mining and processing remain suspended. We retained a core group of employees, most assigned to operate the oxide plant that is leased to a third party described below and not affected by the shutdown. The retained employees also include an exploration group and an operations and administrative group to continue to advance our plans in Mexico, oversee corporate compliance activities, and to maintain and safeguard the longer term value of the Velardeña assets.

In July 2015 a wholly-owned subsidiary of Hecla Mining Company leased our Velardeña oxide plant for an initial term of 18 months beginning July 1, 2015. Hecla may extend the initial 18 month term for six additional months at its option, and then for a subsequent six months unless we elect to use the plant to process material from our own sources. The lease contains typical covenants and termination rights. Hecla was responsible for all costs associated with the start-up and for ongoing operation and maintenance of the oxide plant. Hecla began making nominal monthly payments to us beginning July 1, 2015 and began processing material in mid-December, which increased the monthly fixed fee under the lease and commenced variable charges for tonnes processed. In the first quarter 2016 Hecla processed approximately 30,000 tonnes of material through the oxide plant, resulting in revenues of approximately $0.6 million in addition to fixed fees and net reimbursable costs totaling approximately $0.4 million. Once Hecla reaches its intended processing throughput of approximately 400 tonnes per day, net cash payments to us, net of reimbursable costs, should total approximately $400,000 per month, including variable and fixed fees, or nearly $5.0 million annually. The Company expects to receive net cash flow under the lease of between $4.0 and $5.0 million in 2016.

El Quevar

We continue to hold our El Quevar property on care and maintenance and to reduce holding costs until we can find a partner to fund further exploration. In 2015 we spent approximately $1.1 million at our El Quevar project on holding and maintenance costs. In 2016 we expect to spend approximately $0.5 million at our El Quevar project on maintenance and holding costs.

Santa Maria

At the Santa Maria mine west of Hildalgo de Parral, Chihuahua, which we have the right to acquire under an option agreement, we continued exploration work during the first quarter of 2016. During the first quarter of 2016 we mined approximately 3,000 tonnes of material from a mineralized shoot as a bulk sample with grades of approximately 250 grams per tonne (gpt) silver and 0.6 gpt gold.

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We processed the bulk sample through a toll milling facility, generating approximately 70 tonnes of concentrates containing approximately 15,000 ounces of silver and 26 ounces of gold. The concentrates were sold to a third party for approximately $200,000 in the first quarter 2016 consisting of approximately 14,500 payable ounces of silver and 24 payable ounces of gold, which offset exploration costs. We do not have sufficient drilling data to predict the ultimate size of this higher grade zone and how long we may continue to mine bulk samples from this property, however, an underground drill program of about 1,500 meters (18 drill holes) has commenced with complete results expected by early in the third quarter 2016. Upon completion of the drill program we expect to update the resource estimate and complete a preliminary economic assessment.

San Luis del Cordero

We commenced a $0.5 million exploration drilling program in the first quarter at the Santa Rosa vein in the San Luis del Cordero Project in Durango State, Mexico. We expect to complete the drilling program in May 2016 and to release complete results of the drilling program in June 2016. At present we have completed 3,500 meters of drilling in 15 holes of which results have been received for 12 holes. Results for three drill holes are pending final analysis. Our current drilling combined with the results of previous drilling by others and our underground sampling has identified three ore shoots of potential economic interest which we are continuing to define. We believe the results from our drilling received to date indicate a more complex distribution of silver grades than was shown by prior drilling of others. Drill hole results with lower grades of silver indicate areas of the vein that are outside of higher grade ore shoots. We plan to drill an additional 1,000 to 2,000 meters in five to 10 holes, depending on success, to further define the northwestern and eastern ore shoots of the Santa Rosa vein which have shown the best results to date. When the drill program is complete it will be possible to update the resource for the Santa Rosa vein.

Other Exploration Properties

In addition to El Quevar, Santa Maria and San Luis Del Cordero, we currently control a portfolio of several exploration properties located primarily in certain traditional precious metals producing regions of Mexico.

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THE OFFERING

The following is a brief summary of certain terms of this Offering and is not intended to be complete. It does not contain all of the information that will be important to investors with regard to our securities. For a more complete description of our common stock, see the section titled "*Description of Common Stock*" in this prospectus supplement.

Issuer:	Golden Minerals Company
Common Stock offered by Golden Minerals:	8,000,000 shares
Common Stock outstanding:	Prior to the Offering, we had 76,690,333 shares of common stock outstanding.(1) Following the Offering, we will have 84,690,333 shares of common stock outstanding, exclusive of the shares of common stock underlying the warrants offered in the Private Placement Transaction (as described below).(1)
Use of proceeds:	We estimate that our net proceeds from this Offering and the Private Placement Transaction, after deducting the placement agent fee of $200,000 and estimated offering expenses of $200,000, will be approximately $3,600,000. We intend to use the net proceeds from this Offering and the Private Placement Transaction, if completed, for exploration and development expenditures for our San Luis del Cordero property, our Santa Maria property, or for acquisition, exploration, and development of other exploration or development properties in Mexico, and for other working capital requirements and general corporate purposes. Additionally, pursuant to the Sentient Loan, we are required to set aside up to the amount of principal and interest payable under the loan, estimated at approximately $1.2 million, to repay the loan at maturity. See "*Use of Proceeds*" in this prospectus supplement.
Market for our common stock:	Our common stock is traded on the NYSE MKT LLC ("NYSE MKT") under the symbol "AUMN" and on the Toronto Stock Exchange ("TSX") under the symbol "AUM."
Restrictions on Resale to Residents in Canada:	See "*Restrictions on Resale to Residents of Canada*" in this prospectus supplement for information regarding restrictions on resale to residents of Canada."

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Risk factors:	An investment in our securities is subject to a number of risks. You should carefully consider the information under the heading "*Risk Factors,*" "*Cautionary Note Regarding Mineralized Material"* and "*Cautionary Note Regarding Forward-looking Statements*" and all other information included in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein before deciding to invest in our securities.

(1) Includes 83,334 shares of unvested restricted common stock outstanding pursuant to our Amended and Restated 2009 Equity Incentive Plan and 138,356 shares of common stock held for exchange by former shareholders of a company with which we entered into a business combination transaction in 2011.

Does not include (i) 1,245,285 shares of common stock reserved for issuance under the Amended and Restated 2009 Equity Incentive Plan in exchange for restricted stock units issued to our non-employee directors under the terms of our Non-Employee Directors Deferred Compensation and Equity Award Plan; (ii) 245,810 outstanding options to purchase our common stock at a weighted exercise price of $3.47; (iii) 5,677,757 shares of common stock issuable upon exercise of currently outstanding warrants at an exercise price of $5.09 per share, though we expect the exercise price to be reduced to $4.73 and the number of shares of common stock issuable on exercise of the warrants to increase to approximately 6,112,588, assuming both the Offering and the Private Placement Transaction are completed, pursuant to a weighted average dilution calculation based on the pricing in this Offering and the Private Placement Transaction; (iv) 5,365,983 shares of common stock issuable upon the exercise of currently outstanding warrants with an exercise price of $0.91 per share, though we expect the exercise price to be reduced to $0.87 and the number of shares of common stock issuable on exercise of the warrants to increase to approximately 2,556,009, assuming both the Offering and the Private Placement Transaction are completed, pursuant to a weighted average dilution calculation based on the pricing in this Offering and the Private Placement Transaction; and (v) approximately 4,135,807 shares of common stock issuable upon conversion of the remaining principal and interest under the Sentient Note through the October 27, 2016 maturity date (estimated $1,199,384 remaining principal and interest divided by an assumed conversion price of $0.29). In order to allow us to conduct the Offering, Sentient has agreed, subject to certain conditions, not to exercise its warrants and its conversion rights under the Sentient Note, exercisable and convertible into approximately 8,165,000 shares, until the earlier to occur of (i) July 19, 2016, or (ii) the date Shareholder Approval (defined below) is obtained and the amendment to the Company's Amended and Restated Certificate of Incorporation is filed and accepted by the Delaware Secretary of State. See the section titled "*Sentient Agreement*" in this prospectus supplement for a description of the Sentient arrangement.

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RISK FACTORS

A purchase of our securities involves a high degree of risk, including the risks described below. Before purchasing our common stock and warrants, you should carefully consider the risk factors set forth below, as well as all other information contained in this prospectus supplement and the accompanying prospectus and incorporated by reference, including our consolidated financial statements and the related notes and the risk factors contained in our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, as well as any amendments thereto, as filed with the SEC, and any free writing prospectus that we have authorized for use in connection with this Offering.

Risks Related to Our Business

We have historically incurred operating losses and operating cash flow deficits and we expect to incur operating losses and operating cash flow deficits through 2016; our potential profitability in the foreseeable future would depend on our ability to identify, acquire and mine properties to generate sufficient revenues to fund our continuing activities.

We have a history of operating losses and we expect that we will continue to incur operating losses unless and until such time as our Velardeña Properties, our El Quevar project, or another of our exploration properties, which may include the Santa Maria Mine, the San Luis del Cordero project, or the Rodeo property, generates sufficient revenue to fund our continuing business activities. In the fourth quarter 2015 we shut down the mines at our Velardeña Properties due to our inability to establish profitability with current mining methods at current prices, and borrowed $5.0 million from an investment fund managed by The Sentient Group ("Sentient"), our largest stockholder, to fund cash deficits. Although we have leased the oxide plant at the Velardeña Properties to a subsidiary of Hecla Mining Company, the cash that we expect will be generated from that lease will be insufficient to fund all of our continuing business activities as currently conducted. In addition, the oxide plant lease may terminate sooner or produce less revenue than we anticipate if Hecla experiences mining problems or delays at its nearby mine, if there are disputes between Hecla and us, or for other reasons. There is no assurance that we will develop additional sources of revenue.

In addition, the potential profitability of mining and processing at any of our properties would be based on a number of assumptions. For example, profitability would depend on metal prices, costs of materials and supplies, costs at the mines and processing plants and the amounts and timing of expenditures, including expenditures to maintain our El Quevar project and to continue exploration at other exploration properties, and potential strategic acquisitions or other transactions, in addition to other factors, many of which are and will be beyond our control. We cannot be certain we will be able to generate sufficient revenue from any source to achieve profitability and eliminate operating cash flow deficits, or to cease to require additional funding.

In addition to the proceeds from the Offering and Private Placement Transaction, we may require additional external financing to fund our continuing business activities in the future.

As of March 31, 2016, we had approximately $2.1 million in cash and cash equivalents. If Sentient converts the remaining $1.1 million Sentient Loan plus accrued interest into shares of our common stock, and assuming we receive approximately $3.6 million from the oxide plant lease during the remaining three quarters of 2016, and not considering potential proceeds from this Offering and the Private Placement Transaction, we expect that our current cash and cash equivalent balance would be depleted to zero by the end of 2016. In order to allow us to conduct the Offering, Sentient has agreed, subject to certain conditions, not to exercise its warrants and the Sentient Note held by it, exercisable and convertible into approximately 8,165,000 shares, until the earlier to occur of (i) July 19, 2016, or (ii) the date Shareholder Approval (defined below) is obtained and the amendment to the Company's Amended and Restated Certificate of Incorporation is filed and accepted by the Delaware Secretary of

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State. See the section titled "*Sentient Agreement*" in this prospectus supplement for a description of the Sentient arrangement. In addition, the oxide plant lease may terminate sooner or produce less revenue than we anticipate if Hecla experiences mining problems or delays at its nearby mine, if there are disputes between Hecla and us, or for other reasons. Even with cash generated by the oxide plant lease, and assuming that the remaining principal and interest under the Sentient Note is fully converted into shares of our common stock, our cash balance in 2016 may not be sufficient to pursue further exploration of our properties in Mexico or cover costs required to start mining and processing at any of those properties, requiring us to seek additional funding from equity or debt, from monetization of non-core assets or from other business transactions or combinations.

We do not have a credit, off-take or other commercial financing arrangement in place that would finance our general and administrative costs and other working capital needs to fund our continuing business activities in the future, and we believe that securing credit for these purposes may be difficult given our limited history and the continuing volatility in global credit and commodity markets. In addition, commercial financing arrangements may not be available on favorable terms or on terms that would not further restrict our flexibility and ongoing ability to meet our cash requirements over a reasonable period of time. Access to public financing has been negatively impacted by the volatility in the credit markets and metals prices, which may affect our ability to obtain equity or debt financing in the future and, if obtained, to do so on favorable terms. We also may not be able to obtain funding by monetizing additional non-core exploration or other assets at an acceptable price. We cannot assure you that we will be able to obtain financing to fund our general and administrative costs and other working capital needs to fund our continuing business activities in the future on favorable terms or at all.

If we commence mining in Mexico, we will likely enter into a collective bargaining agreement with a union that, together with labor and employment regulations, could adversely affect our mining activities and financial condition.

As was the case at our Velardeña Properties, mine employees in Mexico are typically represented by a union, and our relationship with our employees was, and we expect in the future will be, governed by collective bargaining agreements. Any collective bargaining agreement that we enter into with a union is likely to restrict our mining flexibility in and impose additional costs on our mining activities. In addition, relations between us and our employees in Mexico may be affected by changes in regulations or labor union requirements regarding labor relations that may be introduced by the Mexican authorities or by labor unions. Changes in legislation or in the relationship between us and our employees may have a material adverse effect on our mining activities and financial condition.

We may not mine the Velardeña Properties again.

In mid-November 2015, we shut down the mines and sulfide processing plant at our Velardeña Properties and placed them on care and maintenance. Commencing mining again is subject to numerous risks and uncertainties, including:

- whether we are able to create mine plans or gold recovery improvements that can achieve sustainable cash positive results at current and future metals prices;
- unexpected events, including difficulties in maintaining the properties on a care and maintenance basis, potential sabotage or damage to the assets related to the suspension of mining, and variations in ore grade and relative amounts, grades and metallurgical characteristics of oxide and sulfide ores;
- continued decreases or insufficient increases in gold and silver prices to permit us to achieve sustainable cash positive results;

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- actual holding and care and maintenance costs resulting from the shutdown exceeding current estimates or including unanticipated costs;
- loss of and inability to adequately replace skilled mining and management personnel;
- strikes or other labor problems; and
- our ability to obtain additional funding for general and administrative costs and other working capital needs to fund our continuing business activities as currently conducted and possibly for a potential restart of our Velardeña Properties.

Based on these risks and uncertainties, there can be no assurance that we will restart mining activities at the Velardeña Properties.

Our ability to successfully conduct mining and processing activities resulting in long-term cash flow and profitability will be affected by changes in prices of silver, gold and other metals.

Our ability to successfully conduct mining and processing activities in Mexico, Argentina or other countries, to establish reserves and advance our exploration properties, and to become profitable in the future, as well as our long-term viability, depend, in large part, on the market prices of silver, gold, zinc, copper and other metals. The market prices for these metals are volatile and are affected by numerous factors beyond our control, including:

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

The declines in silver and gold prices in 2013, 2014 and 2015 have had a significant impact on our mining activities, resulting in shutdowns in 2013 and 2015 of mining at our Velardeña Properties, and could negatively affect mining opportunities at our other properties. Additionally, future weakness in the global economy could increase volatility in metals prices or depress metals prices, which could also affect our mining and processing plans at our Velardeña Properties or make it uneconomic for us to engage in mining or exploration activities. Volatility or sustained price declines may also adversely affect our ability to build or continue our business.

Products processed from our Velardeña Properties or other mines could contain higher than expected contaminants, thereby negatively impacting our financial condition.

In 2015 we processed mined material to make gold and silver bearing lead, zinc and pyrite concentrates. Concentrate treatment charges paid to smelters and refineries include penalties for certain elements, including arsenic and antimony that exceed contract limits. It is possible that our concentrates will contain higher amounts of these elements than we anticipate. This can occur due to unexpected variations in the occurrence of these elements in the material mined, problems that occur during blending of material from various locations in the mine prior to processing and other unanticipated events. In the future, if our concentrates include higher than expected contaminants, we would incur higher treatment expenses and penalty charges, which could increase our costs and negatively impact our business, financial condition and results of operations.

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As a result of our business combination with ECU, we have assumed all historical ECU liabilities, some of which are known or which may become known by Golden Minerals.

In September 2011, we completed a business combination with ECU, which at that time owned the Velardeña Properties. As a result of this transaction, we are subject to the environmental, contractual, tax and other obligations and liabilities of ECU, some of which may be unknown. There can be no assurance that we are aware of all obligations and liabilities related to the historical business of ECU. These liabilities, and other liabilities related to ECU's business not currently known to us or that prove to be more significant than we currently anticipate, could negatively impact our business, financial condition and results of operations.

The Velardeña Properties, the El Quevar project and our other properties may not contain mineral reserves.

We are considered an exploration stage company under SEC Industry Guide 7, and none of the properties at our Velardeña Properties, the El Quevar project, or any of our other properties have been shown to contain proven or probable mineral reserves. Expenditures made in mining at the Velardeña Properties or the exploration and advancement of our El Quevar project or other properties may not result in positive cash flow or in discoveries of commercially recoverable quantities of ore. Most exploration projects do not result in the discovery of commercially mineable ore deposits, and we cannot assure you that any mineral deposit we identify will qualify as an orebody that can be legally and economically exploited or that any particular level of recovery from discovered mineralization will in fact be realized.

Tetra Tech, Inc. ("Tetra Tech") completed a technical report on our Velardeña Properties, which indicated the presence of mineralized material, and RungePincockMinarco completed a technical report on our El Quevar property, which indicated the presence of mineralized material. Mineralized material figures based on estimates made by geologists are inherently imprecise and depend on geological interpretation and statistical inferences drawn from drilling and sampling that may prove to be unreliable or inaccurate. We cannot assure you that these estimates are accurate or that proven and probable mineral reserves will be identified at the Velardeña Properties, El Quevar or any of our other properties. Even if the presence of reserves is established at a project, the economic viability of the project may not justify exploitation. We have spent significant amounts on the evaluation of El Quevar prior to establishing the economic viability of that project.

Estimates of reserves, mineral deposits and mining costs also can be affected by factors such as governmental regulations and requirements, fluctuations in metals prices or costs of essential materials or supplies, environmental factors, unforeseen technical difficulties and unusual or unexpected geological formations. In addition, the grades of ore or material ultimately mined may differ from that indicated by drilling results, sampling, feasibility studies or technical reports. Short-term factors relating to reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining and on the results of operations. Silver, gold or other minerals recovered in small-scale laboratory tests may not be duplicated in large-scale tests under on-site processing conditions.

The Velardeña Properties, the El Quevar project and our other properties are subject to foreign environmental laws and regulations which could materially adversely affect our business.

We have conducted mining activities in Mexico and conduct mineral exploration activities primarily in Mexico. Mexico and Argentina, where our El Quevar project is located, have laws and regulations that control the exploration and mining of mineral properties and their effects on the environment, including air and water quality, mine reclamation, waste generation, handling and disposal, the protection of different species of flora and fauna and the preservation of lands. These laws and regulations require us to acquire permits and other authorizations for conducting certain activities. In

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many countries, there is relatively new comprehensive environmental legislation, and the permitting and authorization process may not be established or predictable. We may not be able to acquire necessary permits or authorizations on a timely basis, if at all. Delays in acquiring any permit or authorization could increase the cost of our projects and could suspend or delay the commencement of extraction and processing of mineralized material.

Our Velardeña Properties are subject to regulation by SEMARNAT, the environmental protection agency of Mexico. In order to permit new facilities at or expand existing facilities, regulations require that an environmental impact statement, known in Mexico as a Manifestación de Impacto Ambiental, be prepared by a third-party contractor for submission to SEMARNAT. Studies required to support the Manifestación de Impacto Ambiental include a detailed analysis of soil, water, vegetation, wildlife, cultural resources and socio-economic impacts. The Manifestación is then published on SEMARNAT's web page and in its official gazette in a national and local newspaper. The Manifestación is discussed at various open hearings, including hearings in the local communities, at which third parties may voice their views. We would be required to provide proof of local community support of the Manifestación as a condition to final approval. We may not be able to obtain community support of future projects.

Environmental legislation in Mexico is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. For example, in January 2011, Article 180 of the Mexican Federal General Law of Ecological Balance and Environmental Protection was amended. Among other things, this amendment extended the term during which an individual or entity having a legitimate interest may contest administrative acts, including environmental authorizations, permits or concessions granted, without the need to demonstrate the actual existence of harm to the environment, natural resources, flora, fauna or human health, making it sufficient to argue that harm may be caused. Further, the amendment permits the contesting party to challenge a Manifestación de Impacto Ambiental through a variety of administrative or court procedures. As a result of the amendment, more legal actions supported or sponsored by non-governmental groups interested in halting projects may be filed against companies operating in all industrial sectors, including the mining sector. Mexican operations are also subject to the environmental agreements entered into by Mexico, the United States and Canada in connection with the North American Free Trade Agreement. Further, in August 2011, certain amendments to the Civil Federal Procedures Code of Mexico ("CFPC") were published in the Official Daily of the Federation. The amendments establish three categories of collective actions by which 30 or more people claiming injury resulting from, among other things, environmental harm, will be deemed to have a sufficient and legitimate interest in seeking, through a civil procedure, restitution, economic compensation or suspension of the activities from which the alleged injury derived. These amendments to the CFPC may result in more litigation by plaintiffs seeking remedies for alleged environmental harms, including suspension of the activities alleged to cause harm. Future changes in environmental regulation in the jurisdictions where the Velardeña Properties are located may adversely affect our business, make our business prohibitively expensive, or prohibit it altogether.

Environmental legislation in many other countries, in addition to Mexico, is evolving in a manner that will likely require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. We cannot predict what environmental legislation or regulations will be enacted or adopted in the future or how future laws and regulations will be administered or interpreted. For example, in September 2010, the Argentine National Congress passed legislation which prohibits mining activity in glacial and surrounding areas. Although we do not currently anticipate that this legislation will impact the El Quevar project, the legislation provides an example of the evolving environmental legislation in the areas in which we operate. Compliance with more stringent laws and regulations, as well as potentially

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more vigorous enforcement policies or regulatory agencies or stricter interpretation of existing laws, may (i) necessitate significant capital outlays, (ii) cause us to delay, terminate or otherwise change our intended activities with respect to one or more projects, or (iii) materially adversely affect our future exploration activities.

The Velardeña Properties and many of our exploration properties are located in historic mining districts where prior owners, including ECU in the case of the Velardeña Properties, may have caused environmental damage that may not be known to us or to the regulators. At the Velardeña Properties and in most other cases, we have not sought complete environmental analyses of our mineral properties. We have not conducted comprehensive reviews of the environmental laws and regulations in every jurisdiction in which we own or control mineral properties. Insurance fully covering many environmental risks (including potential liability for pollution or other hazards as a result of disposal of waste products occurring from exploration and mining) is not generally available. To the extent environmental hazards may exist on the properties in which we currently hold interests, or may hold interests in the future, that are unknown to us at present and that have been caused by us, or previous owners or operators, or that may have occurred naturally, and to the extent we are subject to environmental requirements or liabilities, the cost of compliance with these requirements and satisfaction of these liabilities could have a material adverse effect on our financial condition and results of operations. If we are unable to fully fund the cost of remediation of any environmental condition, we may be required to suspend activities or enter into interim compliance measures pending completion of the required remediation.

In addition, U.S. or international legislative or regulatory action to address concerns about climate change and greenhouse gas emissions could negatively impact our business.

Title to the Velardeña Properties and our other properties and rights may be defective or may be challenged.

Our policy is to seek to confirm the validity of our rights to, title to, or contract rights with respect to, each mineral property in which we have a material interest. However, we cannot guarantee that title to our properties will not be challenged. Title insurance is not available for our mineral properties, and our ability to ensure that we have obtained secure rights to individual mineral properties or mining concessions may be severely constrained. Accordingly, the Velardeña Properties and our other mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, we may be unable to conduct activities on our properties as permitted or to enforce our rights with respect to our properties, and the title to our mineral properties may also be impacted by state action. We have not conducted surveys of all of the exploration properties in which we hold direct or indirect interests and, therefore, the precise area and location of these exploration properties may be in doubt.

In most of the countries in which we operate, failure to comply with applicable laws and regulations relating to mineral right applications and tenure could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners. Any such loss, reduction or imposition of partners could have a material adverse effect on our financial condition, results of operations and prospects.

Under the laws of Mexico, mineral resources belong to the state, and government concessions are required to explore for or exploit mineral reserves. Mineral rights derive from concessions granted, on a discretionary basis, by the Ministry of Economy, pursuant to the Mexican mining law and regulations thereunder. We hold title to the Velardeña Properties and our other properties in Mexico through these government concessions, but there is no assurance that title to the concessions comprising the Velardeña Properties and other properties will not be challenged or impaired. The Velardeña Properties and other properties may be subject to prior unregistered agreements, interests or native land claims, and title may be affected by undetected defects. There could be valid challenges to the

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title of any of the claims comprising the Velardeña Properties that, if successful, could impair mining with respect to such properties in the future. A defect could result in our losing all or a portion of our right, title, and interest in and to the properties to which the title defect relates.

Our Velardeña Properties mining concessions and our other mining concessions in Mexico may be terminated if our obligations to maintain the concessions in good standing are not satisfied, including obligations to explore or exploit the relevant concession, to pay any relevant fees, to comply with all environmental and safety standards, to provide information to the Ministry of Economy and to allow inspections by the Ministry of Economy. In addition to termination, failure to make timely concession maintenance payments and otherwise comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure could result in reduction or expropriation of entitlements. Additionally, in 2014, new mining concessions became subject to additional review and approval by the Mexico Ministry of Energy.

Mining concessions in Mexico give exclusive exploration and exploitation rights to the minerals located in the concessions but do not include surface rights to the real property, which requires that we negotiate the necessary agreements with surface landowners. Many of our mining properties are subject to the Mexican ejido system requiring us to contract with the local communities surrounding the properties in order to obtain surface rights to land needed in connection with our mining exploration activities. In connection with our Velardeña Properties, we have contracts with two ejidos to secure surface rights with a total annual cost of approximately $25,000. The first contract is a ten-year contract with the Velardeña ejido, which provides surface rights to certain roads and other infrastructure at the Velardeña Properties through 2021. The second contract is a 25-year contract with the Vista Hermosa ejido signed in March 2013, which provides exploration access and access rights for roads and utilities for our Velardeña Properties. Our inability to maintain and periodically renew or expand these surface rights on favorable terms or otherwise could have a material adverse effect on our business and financial condition.

Mining and processing activities are dependent on the availability of sufficient water supplies to support our mining activities.

Mining and processing at the Velardeña Properties, as at most mines, requires significant amounts of water. At the Velardeña Properties, our ability to have sufficient water is dependent on our ability to maintain our water rights and claims. Water is provided for all of the mines comprising our Velardeña Properties by wells located in the valley adjacent to the Velardeña Properties. We hold title to three wells located near the sulfide plant and hold certificates of registration to three wells located near the oxide plant. We are licensed to pump water from all six wells up to a permitted amount. We are currently only using water from the three wells associated with the oxide plant. We are required to make annual payments to the Mexican government to maintain our rights to these wells. We are required to pay a fine to the Mexican Government each year if we use too much water from a particular well or alternatively if we do not use a minimum amount of water from a particular well. In addition to these fines, the Mexican Government reserves the right to cancel our title to the wells for abuse of these rules.

We currently have a sufficient amount of water for the third party processing activities at the oxide plant. However, if we began processing material from both the sulfide and oxide plants in the future, we may face shortages in our water supply, and therefore will need to obtain water from outside sources at higher costs. The loss of some or all water rights for any of our wells, in whole or in part, or shortages of water to which we have rights would require us to seek water from outside sources at higher costs and could require us to curtail or shut down mining and processing in the future. Laws and regulations may be introduced in the future which could limit our access to sufficient water resources in mining activities, thus adversely affecting our business.

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There are significant hazards involved in underground mining and processing activities at our Velardeña Properties, not all of which are fully covered by insurance. To the extent we must pay the costs associated with such risks, our business may be negatively affected.

The mining of the underground mines and processing of mined material at our Velardeña Properties, as well as the conduct of our exploration programs that frequently require rehabilitation of and drilling in underground mine workings, are subject to numerous risks and hazards, including, but not limited to, environmental hazards, industrial accidents, encountering unusual or unexpected geological formations, formation pressures, cave-ins, underground fires or floods, power outages, labor disruptions, seismic activity, rock bursts, accidents relating to historical workings, landslides and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in damage to, or destruction of, mineral properties or processing facilities, personal injury or death, environmental damage, reduced extraction and processing and delays in mining, asset write-downs, monetary losses and possible legal liability. Although we maintain insurance against risks inherent in the conduct of our business in amounts that we consider reasonable, this insurance contains, as in the case of our Velardeña Properties, exclusions and limitations on coverage, and will not cover all potential risks associated with mining and exploration activities, and related liabilities might exceed policy limits. As a result of any or all of the forgoing, particularly if the facilities are older, we could incur significant liabilities and costs that could adversely affect our results of operation and financial condition.

Our Velardeña Properties and most of our exploration properties are located in Mexico and are subject to various levels of political, economic, legal and other risks.

Our Velardeña Properties are located in Mexico, and, as such, are exposed to various levels of political, economic, legal and other risks and uncertainties, including local acts of violence, such as violence from drug cartels; military repression; extreme fluctuations in currency exchange rates; high rates of inflation; labor unrest; the risks of war or civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; acts of political corruption; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political conditions, currency controls and governmental regulations that favor or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

In the past, Mexico has been subject to political instability, changes and uncertainties, which have resulted in changes to existing governmental regulations affecting mineral exploration and mining activities. Mexico's status as a developing country may make it more difficult for us to obtain any required funding for our Velardeña Properties or other projects in Mexico in the future.

Our Mexican properties are subject to a variety of governmental regulations governing health and worker safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species, purchase, storage and use of explosives and other matters. Specifically, our activities related to the Velardeña Properties are subject to regulation by SEMARNAT, the Comision Nacional del Agua, which regulates water rights, and Mexican mining laws. Mexican regulators have broad authority to shut down and levy fines against facilities that do not comply with regulations or standards.

Our Velardeña Properties and mineral exploration activities in Mexico may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to our mining and exploration activities or the maintenance of our properties. For example, in January 2014, amendments to the Mexico federal corporate income tax law require titleholders of mining concessions to pay annually a 7.5% duty of their mining related profits and a 0.5% duty on revenues obtained from the sale of gold, silver and platinum that were

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effective March 2015. These additional duties applicable to Mexico mining concession titleholders will have a significant impact on the annual costs applicable to the Velardeña Properties if we have mining related profits or significant revenues in the future.

Changes, if any, in mining or investment policies, changes or increases in the legal rights of indigenous populations or in the difficulty or expense of obtaining rights from them that are necessary for our Velardeña Properties or shifts in political attitude may adversely affect our business and financial condition. Our mining and exploration activities may be affected in varying degrees by government regulations with respect to restrictions on extraction, price controls, export controls, currency remittance, income and other taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. Restart of mining or use of both the oxide and sulfide plant may also require us to assure the availability of adequate supplies of water and power, which could be affected by government policy and competing businesses in the area. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on our mining and exploration activities and financial condition.

Future changes in applicable laws and regulations or changes in their enforcement or regulatory interpretation could negatively impact current or planned exploration or mining activities at our Velardeña Properties or in respect of any of our other projects in Mexico or with which we become involved in Mexico. Any failure to comply with applicable laws and regulations, even if inadvertent, could result in the interruption of mining and exploration or material fines, penalties or other liabilities.

Most of our costs are subject to exchange control policies, the effects of inflation and currency fluctuations between the U.S. dollar and the Mexican peso.

Our revenue and external funding are primarily denominated in U.S. dollars. However, mining, processing, maintenance and exploration costs at the Velardeña Properties and most of our exploration properties are denominated principally in Mexican pesos. These costs principally include electricity, labor, water, maintenance, local contractors and fuel. When inflation in Mexico increases without a corresponding devaluation of the Mexican peso, our financial position, results of operations and cash flows could be adversely affected. The annual inflation rate in Mexico was 2.1% in 2015, 4.1% in 2014 and 4.0% in 2013. At the same time, the peso has been subject to significant fluctuation, which may not have been proportionate to the inflation rate and may not be proportionate to the inflation rate in the future. The value of the peso decreased by 17% in 2015, decreased by 13% in 2014 and decreased by 0.6% in 2013. In addition, fluctuations in currency exchange rates may have a significant impact on our financial results. There can be no assurance that the Mexican government will maintain its current policies with regard to the peso or that the peso's value will not fluctuate significantly in the future. We cannot assure you that currency fluctuations, inflation and exchange control policies will not have an adverse impact on our financial condition, results of operations, earnings and cash flows.

If we are unable to obtain all of our required governmental permits or obtain property rights on favorable terms or at all, our business could be negatively impacted.

Future mining and current processing at our Velardeña Properties, the continued evaluation of the El Quevar project and other exploration activities will require additional permits from various governmental authorities. Our business is and will continue to be governed by laws and regulations governing mining, exploration, prospecting, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, mining royalties and other matters. We may also be required to obtain certain property rights to access or use our properties. Obtaining or renewing licenses and permits, and acquiring property rights, can be complex and time-consuming processes. There can be no assurance that we will be able to acquire all required

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licenses, permits or property rights on reasonable terms or in a timely manner, or at all, and that such terms will not be adversely changed, that required extensions will be granted, or that the issuance of such licenses, permits or property rights will not be challenged by third parties. Delays in obtaining or a failure to obtain any licenses, permits or property rights or any required extensions; challenges to the issuance of licenses, permits or property rights, whether successful or unsuccessful; changes to the terms of licenses, permits or property rights; or a failure to comply with the terms of any licenses, permits or property rights that have been obtained could have a material adverse effect on our business by delaying, preventing or making future mining and processing at our Velardeña Properties and other continued processing activities economically unfeasible. U.S. or international legislative or regulatory action to address concerns about climate change and greenhouse gas emissions could also negatively impact our business. While we will continue to monitor and assess any new policies, legislation or regulations regarding such matters, we currently believe that the impact of such legislation on our business will not be significant.

We own our interest in the San Diego exploration property in Mexico in a 50-50 joint venture and are therefore unable to control all aspects of exploration and advancement of this property.

We hold the San Diego exploration property in Mexico in a 50-50 joint venture with Golden Tag Resources Ltd. ("Golden Tag"), which, until March 2017, has a right to acquire an additional 10% interest by making expenditures related to further exploration drilling and completing an updated resource assessment at the property. In April 2016, the Company and Golden Tag entered into a letter of intent allowing Golden Tag to purchase the Company's 50% interest in the San Diego property upon entry into a formal purchase agreement. Completion of the purchase is still subject to negotiation and Golden Tag's ability to raise the cash portion of the purchase price. The letter of intent contemplates a closing must occur by June 17, 2016. If and until the transaction is consummated, our interest in the San Diego property is subject to the risks normally associated with the conduct of joint ventures. A disagreement between joint venture partners on how to conduct business efficiently, the inability of joint venture partners to meet their obligations to the joint venture or third parties, or litigation arising between joint venture partners regarding joint venture matters could have a material adverse effect on the viability of our interests held through the joint venture. For example, in 2009, ECU received a notice of arbitration from Golden Tag. The dispute was settled in September 2010 and resulted in an increase in ECU's mining property costs of approximately $61,000.

We depend on the services of key executives.

Our business strategy is based on leveraging the experience and skill of our management team. We are dependent on the services of key executives, including Warren Rehn and Robert Vogels. Due to our relatively small size, the loss of any of these persons or our inability to attract and retain additional highly skilled employees may have a material adverse effect on our business and our ability to manage and succeed in our mining and exploration activities.

The exploration of our mineral properties is highly speculative in nature, involves substantial expenditures and is frequently non-productive.

Mineral exploration is highly speculative in nature and is frequently non-productive. Substantial expenditures are required to:

establish mineral reserves through drilling and metallurgical and other testing techniques;

determine metal content and metallurgical recovery processes to process metal from the ore;

determine the feasibility of mine development and production; and

construct, renovate or expand mining and processing facilities.

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If we discover a deposit or ore at a property, it usually takes several years from the initial phases of exploration until production is possible. During this time, the economic feasibility of a project may change because of increased costs, lower metal prices or other factors. As a result of these uncertainties, we may not successfully acquire additional mineral rights, or our exploration programs may not result in proven and probable reserves at all or in sufficient quantities to justify developing the El Quevar project or any of our exploration properties.

The decisions about future advancement of exploration projects may be based on feasibility studies, which derive estimates of mineral reserves, operating costs and project economic returns. Estimates of economic returns are based, in part, on assumptions about future metal prices and estimates of average cash operating costs based upon, among other things:

anticipated tonnage, grades and metallurgical characteristics of ore to be mined and processed;

anticipated recovery rates of silver and other metals from the ore;

cash operating costs of comparable facilities and equipment; and

anticipated climatic conditions.

Actual cash operating costs, production and economic returns may differ significantly from those anticipated by our studies and estimates.

Lack of infrastructure could forestall or prevent further exploration and advancement.

Exploration activities, as well as any advancement activities, depend on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important factors that affect capital and operating costs and the feasibility and economic viability of a project. Unanticipated or higher than expected costs and unusual or infrequent weather phenomena, or government or other interference in the maintenance or provision of such infrastructure, could adversely affect our business, financial condition and results of operations.

Our exploration activities are in countries with developing economies and are subject to the risks of political and economic instability associated with these countries.

We currently conduct exploration activities almost exclusively in countries with developing economies, including Argentina and Mexico. These countries and other emerging markets in which we may conduct business have from time to time experienced economic or political instability. We may be materially adversely affected by risks associated with conducting exploration activities in countries with developing economies, including:

political instability and violence;

war and civil disturbance;

acts of terrorism or other criminal activity;

expropriation or nationalization;

changing fiscal, royalty and tax regimes;

fluctuations in currency exchange rates;

high rates of inflation;

uncertain or changing legal requirements respecting the ownership and maintenance of mineral properties, mines and mining activities, and inconsistent or arbitrary application of such legal requirements;

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underdeveloped industrial and economic infrastructure;

corruption; and

unenforceability of contractual rights.

Changes in mining or investment policies or shifts in the prevailing political climate in any of the countries in which we conduct exploration activities could adversely affect our business.

We conduct our business in countries that may be adversely affected by changes in the local government's policies toward or laws governing the mining industry.

We have exploration activities primarily in Mexico and Argentina. In these regions there exist uncertainties regarding future changes in applicable law related to mining and exploration. For instance, in January 2014, amendments to the Mexico federal corporate income tax law require titleholders of mining concessions to pay annually a 7.5% duty of their mining related profits and a 0.5% duty on revenues obtained from the sale of gold, silver and platinum that were effective March 2015. These additional duties applicable to Mexico mining concession titleholders will have a significant impact on the annual costs applicable to the Velardeña Properties if we have mining related profits or significant revenues in the future.

Additionally, effective January 2015, the Argentina National Mining Code was amended, increasing the annual canon payment by approximately four times. In 2014 and 2015, our annual canon fees payable to the Argentine government was $35,000 and $74,000 respectively, and we expect to pay approximately $114,000 in 2016.

Furthermore, as a result of the termination of a bilateral tax treaty among Spain and Argentina (terminated January 2013), certain beneficial tax treatment arising from equity ownership between our Spain and Argentina subsidiaries was eliminated. Consequently, we recorded a liability of approximately $21,500 as of December 31, 2015 and could be liable for up to an additional approximately $0.3 million stemming from unpaid interest equity tax for years 2009 through 2012 plus fines.

In addition to the risk of increased transaction costs, we do not maintain political risk insurance to cover losses that we may incur as a result of nationalization, expropriation or similar events in Mexico or Argentina where we explore or have mining and processing activities.

We compete against larger and more experienced companies.

The mining industry is intensely competitive. Many large mining companies are primarily makers of precious or base metals and may become interested in the types of deposits on which we are focused, which include silver, gold and other precious metals deposits or polymetallic deposits containing significant quantities of base metals, including zinc, lead and copper. Many of these companies have greater financial resources, experience and technical capabilities than we do. We may encounter increasing competition from other mining companies in our efforts to acquire mineral properties and hire experienced mining professionals. Increased competition in our business could adversely affect our ability to attract necessary capital funding or acquire suitable mining properties or prospects for mineral exploration in the future.

We are dependent on information technology systems, which are subject to certain risks, including cybersecurity risks and data leakage risks.

We are dependent upon information technology systems in the conduct of our business. Any significant breakdown, invasion, virus, cyber attack, security breach, destruction or interruption of these systems by employees, others with authorized access to our systems, or unauthorized persons could negatively impact our business. To the extent any invasion, cyber attack or security breach results in

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disruption to our business, loss or disclosure of, or damage to, our data or confidential information, our reputation, business, results of operations and financial condition could be materially adversely affected. Our systems and insurance coverage for protecting against cyber security risks may not be sufficient. Although to date we have not experienced any material losses relating to cyber attacks, we may suffer such losses in the future. We may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities.

If we default on the Sentient Loan, Sentient will have the right to foreclose on the stock of subsidiaries holding our Velardeña Properties and the El Quevar project and exercise other remedies.

In October 2015, pursuant to a senior secured convertible note (the "Sentient Note"), we borrowed $5.0 million (the "Sentient Loan") from a fund managed by The Sentient Group. On February 11, 2016, Sentient converted approximately $3.9 million of principal plus $0.1 million accrued interest under the Sentient Loan into 23,355,000 shares of common stock of the Company at a conversion price of approximately $.17 per share. Upon conversion, Sentient holds approximately 49% of the Company's outstanding common stock. After conversion, approximately $1.1 million principal amount under the Sentient Note remains outstanding and due at maturity on October 27, 2016.

The Sentient Loan is secured by the stock of the Company's principal subsidiaries, including subsidiaries that are holding companies for or directly own the Velardeña Properties and the El Quevar project. In addition, these and other subsidiaries have guaranteed the Sentient Loan. Under the related loan agreement (the "Loan Agreement"), our failure to comply with other covenants typical of such loan agreements, or to pay principal and interest when due would also result in an event of default under the Loan Agreement. If we were unable to cure defaults, Sentient could accelerate the maturity of the Sentient Note, foreclose on the stock of subsidiaries holding our principal assets, and take action to enforce guarantees against certain of our subsidiaries.

We do not currently have sufficient funds to pay the remaining principal and interest on the Sentient Loan and may not have sufficient funds to do so prior to the scheduled maturity of the Sentient Loan. As a result of exercising its remedies in the event of a default, Sentient could acquire directly or indirectly the Company's principal assets, which would materially and adversely affect the Company's business, financial condition and prospects.

Risks Related to Our Common Stock

We issued a significant number of shares of common stock upon the partial conversion of the Sentient Note and may issue a significant number of additional shares of common stock upon total conversion of the Sentient Note, which could significantly dilute our existing stockholders and depress the market price of our common stock.

On February 11, 2016, Sentient converted approximately $3.9 million of principal plus $0.1 million accrued interest under the Sentient Loan into 23,355,000 shares of common stock of the Company at a conversion price of approximately $0.17 per share. Upon conversion of the Sentient Note, Sentient remains the Company's largest stockholder, holding approximately 49% or 37,578,734 shares of the Company's issued and outstanding common stock, which totals 76,690,333 shares of common stock outstanding after conversion. After conversion, approximately $1.1 million principal amount under the Sentient Note remains outstanding and due at maturity on October 27, 2016.

Sentient has the right to convert the remaining principal and accrued interest under the Sentient Note at a conversion price equal to the lowest of (i) $0.29, equal to 90 percent of the 15-day volume weighted average price ("VWAP") of our Common Stock for the period immediately preceding the loan closing date, (ii) 90 percent of the 15-day VWAP for the period immediately preceding the loan conversion date, or (iii) an anti-dilution adjusted price based on the lowest price for which the

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Company has sold its stock following the borrowing date (subject to certain exceptions set forth in the Sentient Note). If, following termination of an agreement with Sentient not to convert the remaining Sentient Note and Sentient's outstanding warrants until termination of the agreement (see the section titled "*Sentient Agreement*" in this prospectus supplement for a description of the Sentient arrangement), Sentient converts the remaining amount of principal and interest due at the loan maturity date, estimated at approximately $1.2 million, at $0.29, Sentient would own approximately 55% of the Company's then outstanding common stock, assuming no other issuances of common stock. A lower stock price prior to the conversion date or the effects of an anti-dilution adjustment in the Sentient Note could further reduce the conversion price significantly, and significantly increase the number of shares of common stock issuable on conversion, and Sentient's resulting ownership percentage.

The common stock issuable upon conversion of the Sentient Note may represent overhang that may adversely affect the market price of our common stock. Overhang occurs when there is a greater supply of a company's stock in the market than there is demand for that stock. When this happens the price of the company's stock typically decreases, and any additional shares which stockholders attempt to sell in the market further decrease the share price. $.29 is the highest price at which the Sentient Note may be converted. Decreases in our stock price below $0.29 have the effect of decreasing the conversion price and increasing the number of shares to be issued on conversion, which could further decrease our stock price. A significant increase in the number of our outstanding shares resulting from conversion of the Sentient Note could exert downward pressure on the market price for our common stock and would significantly dilute the voting power of our outstanding common stock.

Whether or not Sentient converts the remaining principal and interest due under the Sentient Note, we will require additional funding to support our business, including for general and administrative costs and other working capital needs to fund our continuing business activities as currently conducted. Because debt financing is difficult to obtain for early-stage mining companies, it is likely that we will seek such financing in the equity markets. If we were to engage in any type of equity financing, the current ownership interest of our stockholders would be diluted.

The issuance of a significant number of shares of common stock upon the conversion of approximately $4.0 million of the principal and accrued interest under the Sentient Note in February 2016 resulted in a change of control of the Company.

As a result of the February 2016 loan conversion described above, Sentient's ownership increased from 27% to 49% of the Company's outstanding common stock. If Sentient converts the remaining amount of principal and interest due at the loan maturity date, estimated at approximately $1.2 million, at $0.29, Sentient would own approximately 55% of the Company's then outstanding common stock, assuming no other issuances of common stock. The ownership increase to 49% effectively resulted in a change of control of the Company. With this increased ownership, Sentient could exert significant control over the Company, including over the election of directors, changes in the size or the composition of the board of directors, and mergers and other business combinations involving the Company. Through control of the board of directors and increased voting power, including an ability to prevent a quorum at stockholders meetings, Sentient could control certain decisions, including decisions regarding qualification and appointment of officers, operations of the business including acquisition or disposition of our assets or purchases and sales of mining or exploration properties, dividend policy, and access to capital (including borrowing from third-party lenders and the issuance of equity or debt securities).

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The existence of a significant number of warrants may have a negative effect on the market price of our common stock.

In connection with our financing in September 2014, we issued five year warrants to acquire 4,746,000 shares of our common stock at $1.21 per share expiring in September 2019. In connection with our financing in September 2012, we issued five year warrants to purchase 3,431,649 shares of our common stock at an exercise price of $8.42 per share expiring September 2017. Pursuant to a weighted average dilution calculation based on the pricing in the September 2014 financing, the exercise price for the 2012 warrants was reduced to $7.17 and the number of shares issuable on exercise of the warrants increased to 4,031,409. As a result of the Sentient conversion on February 11, 2016, pursuant to the weighted average dilution calculation in the 2012 and 2014 warrants, (i) the exercise price for the 2012 warrants was further reduced to $5.09 and the number of shares issuable on exercise of the warrants increased to 5,677,757, and (ii) the exercise price for the 2014 warrants was reduced to $0.91 and the number of shares issuable on exercise of the warrants increased to 5,365,983. The existence of securities available for exercise and resale is referred to as an "overhang," and, particularly if the warrants are "in the money," the anticipation of potential sales could exert downward pressure on the market price of our common stock. See section "*Warrants Adjustments*" for detail regarding further adjustments as a result of this Offering and the Private Placement Transaction.

Failure to meet the maintenance criteria of the NYSE MKT may result in the delisting of our common stock, which could result in lower trading volumes and liquidity, lower prices of our common shares and make it more difficult for us to raise capital.

Our common stock is listed on the NYSE MKT, and we are subject to its continued listing requirements, including maintaining certain share prices and a minimum amount of shareholders equity. The market price of our common stock has been recently and may continue to be subject to significant fluctuation. If we are unable to comply with the NYSE MKT continued listing requirements, including its trading price requirements, our common stock may be suspended from trading on and/or delisted from the NYSE MKT. Alternatively, in order to avoid delisting by the NYSE MKT, we may be required to effect a reverse split of our common stock. Although we have not been notified of any delisting proceedings, there is no assurance that we will not receive such notice in the future or that we will be able to then comply with NYSE MKT listing standards. The delisting of our common stock from the NYSE MKT may materially impair our stockholders' ability to buy and sell our common stock and could have an adverse effect on the market price of, and the efficiency of the trading market for, our common stock. In addition, the delisting of our common stock could significantly impair our ability to raise capital.

If our common stock were delisted and determined to be a "penny stock," a broker-dealer could find it more difficult to trade our common stock and an investor may find it more difficult to acquire or dispose of our common stock in the secondary market.

If our common stock were removed from listing on the NYSE MKT, it may be subject to the so-called "penny stock" rules. The SEC has adopted regulations that define a "penny stock" to be any equity security that has a market price per share of less than $5.00, subject to certain exceptions, such as any securities listed on a national securities exchange. For any transaction involving a "penny stock," unless exempt, the rules impose additional sales practice requirements on broker-dealers, subject to certain exceptions. If our common stock were delisted and determined to be a "penny stock," a broker-dealer may find it more difficult to trade our common stock and an investor may find it more difficult to acquire or dispose of our common stock on the secondary market. These factors could significantly negatively affect the market price of our common stock and our ability to raise capital.

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Risks Related to this Offering

Our management team may invest or spend the proceeds of this Offering in ways with which you may not agree or in ways which may not yield a significant return.

We expect to use the net proceeds from this Offering and the Private Placement Transaction, if completed, for exploration and development expenditures for our San Luis del Cordero property, our Santa Maria property, or for acquisition, exploration, and development of other exploration or development properties in Mexico, and for other working capital requirements and general corporate purposes. Additionally, pursuant to the Sentient Loan, we are required to set aside up to the amount of principal and interest payable under the loan, estimated at approximately $1.2 million, to repay the loan at maturity. For a more detailed discussion, see "*Use of Proceeds*" below. Except for the Sentient Loan requirements, our management will have considerable discretion in the application of the net proceeds, and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. The net proceeds may be used for corporate purposes that do not increase our operating results or enhance the value of our common stock.

Investors in this Offering may suffer additional dilution to their equity and voting interests as a result of future financing transactions.

We could require additional funding to support our business, and expect to require additional funding beyond this Offering and the Private Placement Transaction to fund our administrative costs and other working capital needs related to our continuing business activities. Because debt financing is difficult to obtain for early-stage mining companies, it is likely that we will seek such financing in the equity markets. If we were to engage in additional equity financings, the current voting and ownership interests of the purchasers in this Offering and our other stockholders would be diluted.

USE OF PROCEEDS

We estimate that our net proceeds from this Offering, after deducting the placement agent fee of $200,000 and estimated offering expenses of $200,000, will be approximately $3,600,000.

We intend to use the net proceeds from this Offering and the Private Placement Transaction, if completed, for exploration and development expenditures for our San Luis del Cordero property, our Santa Maria property, or for acquisition, exploration, and development of other exploration or development properties in Mexico, and for other working capital requirements and general corporate purposes. Additionally, pursuant to the Sentient Loan, we are required to set aside up to the amount of principal and interest payable under the loan, estimated at approximately $1.2 million, to repay the loan at maturity.

Our actual expenditures may vary from those described above, and will depend on a number of factors, including the results of exploration at our properties, and those risks described in the "Risk Factors" section of this prospectus supplement.

DESCRIPTION OF COMMON STOCK

In this Offering, we are offering 8,000,000 shares of common stock. The material terms and provisions of our common stock are described under the caption "Description of Common Stock" starting on page 30 in the accompanying base prospectus.

We currently have 100,000,000 shares of common stock authorized, of which 76,690,333 shares are issued and outstanding, plus 12,534,835 shares issuable upon exercise of outstanding warrants, restricted stock units and options, plus approximately 4,135,000 shares issuable upon conversion of the remaining principal and interest under the Senior Note, assuming that approximately $1,199,384 remaining principal and interest is converted on the Sentient Note maturity date of October 27, 2016 at an assumed conversion price of $0.29.

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SENTIENT AGREEMENT

We are currently seeking approval from our stockholders at our 2016 annual meeting of stockholders, which is scheduled to be held on May 19, 2016, to increase the number of authorized shares of common stock from 100,000,000 to 200,000,000 ("Shareholder Approval"). In order to allow us to conduct the Offering, Sentient, has agreed, subject to certain conditions, not to exercise warrants and the Sentient Note held by it, exercisable and convertible into approximately 8,165,000 shares, until the earlier to occur of (i) July 19, 2016, or (ii) the date Shareholder Approval is obtained and the amendment to the Company's Amended and Restated Certificate of Incorporation is filed and accepted by the Delaware Secretary of State (the "Sentient Agreement"). This Sentient Agreement will terminate if the Offering and Private Placement Transaction are not consummated. It is our understanding that Sentient intends to vote its shares of common stock in favor of increasing the number of authorized shares of common stock to 200,000,000.

WARRANT ADJUSTMENTS

As a result of anti-dilution provisions in our outstanding warrants, the consummation of the Offering and Private Placement Transaction will result in adjustments that reduce the exercise price and increase the number of shares issuable under our outstanding warrants.

In September 2012, the Company closed on a public offering and concurrent private placement with Sentient in which it sold units consisting of one share of Common Stock and a five-year warrant to acquire one half of a share of Common Stock at an exercise price of $8.42 per share (the "2012 Warrants"). The exercise price was subsequently adjusted downward after a number of anti-dilution adjustments and is currently at, prior to the Offering and Private Placement Transaction, $5.09 per share with warrant holders having the right to purchase in the aggregate 5,677,757 shares of common stock for the 6,863,298 outstanding 2012 Warrants. As a result of the Offering and Private Placement Transaction, the number of shares of common stock issuable upon exercise of the 2012 Warrants will be increased from 5,677,757 shares to 6,112,588 shares (434,830 share increase) and the exercise price will be decreased from $5.06 per share to approximately $4.73 per share due to the anti-dilution provisions of the 2012 Warrants.

In September 2014, the Company closed on a public offering and concurrent private placement with Sentient in which it sold units, consisting of one share of Common Stock and a five-year warrant to acquire one half of a share of Common Stock at an exercise price of $1.21 per share (the "2014 Warrants"). The exercise price was subsequently adjusted downward after a number of anti-dilution adjustments and is currently at, prior to the Offering and Private Placement Transaction, $0.91 per share with warrant holders having the right to purchase in the aggregate 5,365,983 shares of common stock for the 9,492,000 outstanding 2014 Warrants. Pursuant to the anti-dilution provisions in the 2014 Warrants issued in the public offering, as a result of the Offering and Private Placement Transaction, the number of shares of common stock issuable upon exercise of the 2014 Warrants issued in the public offering will be increased from 2,465,983 shares to 2,556,009 shares (90,026 share increase), and the 2014 Warrants' exercise price will be decreased from $0.91 per share to approximately $0.87 per share. Pursuant to the anti-dilution provisions in the Sentient 2014 Warrants, the exercise price would be adjusted downward to approximately $0.87 per share as noted above, but there would be no increase in the shares underlying the Sentient 2014 Warrants. Sentient would continue to hold 2014 Warrants exercisable for 2,900,000 shares of common stock.

U.S. INCOME TAX CONSIDERATIONS

The following is a general summary of the material U.S. federal income tax considerations of the purchase, ownership, and disposition of our common stock. This summary does not describe all of the potential tax considerations that may be relevant in light of a holder's particular circumstances. For

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example, it does not address special classes of holders, such as banks, thrifts, real estate investment trusts, regulated investment companies, passive foreign investment companies, insurance companies, dealers in securities or currencies, or tax-exempt investors. This summary is limited to holders that acquire our common stock in the Offering and hold such common stock as a capital asset within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the "Code") (generally, property held for investment purposes). Further, it does not include any description of any alternative minimum tax consequences, estate, gift, or generation-skipping tax consequences, or consequences under the tax laws of any state or local jurisdiction or of any foreign jurisdiction that may be applicable to our shares of common stock. This summary is based on the Code, the U.S. Treasury regulations promulgated thereunder, the United States-Canada tax treaty as in effect on the date of the Offering, and administrative and judicial decisions, all as in effect on the date hereof, and all of which are subject to change or differing interpretations, possibly on a retroactive basis. There can be no assurance that the Internal Revenue Service (the "IRS") will not challenge one or more of the descriptions of the tax consequences described herein, and we have not obtained, nor do we intend to obtain, a ruling from the IRS with respect to the U.S. federal income tax consequences of the purchase, ownership and disposition of our shares of common stock.

As used in this prospectus, the term "U.S. Holder" means:

- a citizen or resident of the United States;
- a corporation, or other entity taxable as a corporation for U.S. federal income tax purposes, created or organized in, or under the laws of, the United States, any state thereof, or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust, if either (i) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust, or (ii) such trust has made a valid election under applicable Treasury regulations to be treated as a United States person.

As used in this prospectus, the term "Non-U.S. Holder" means a beneficial owner of our securities that is not a U.S. Holder.

If an entity or arrangement that is classified as a partnership (or other "pass-through" entity) for U.S. federal income tax purposes holds our common stock, the U.S. federal income tax consequences to such entity and the partners (or other owners) of such entity generally will depend on the activities of the entity and the status of such partners (or owners). This summary does not address the tax consequences to any such partner (or owner). Partners (or other owners) of entities or arrangements that are classified as partnerships or as "pass-through" entities for U.S. federal income tax purposes should consult their own tax advisors regarding the U.S. federal income tax consequences arising from and relating to the purchase, ownership, and disposition of our common stock.

WE URGE ALL PROSPECTIVE HOLDERS TO CONSULT THEIR TAX ADVISORS REGARDING THE U.S. FEDERAL, STATE, LOCAL AND NON-U.S. INCOME, ESTATE AND OTHER TAX CONSIDERATIONS OF ACQUIRING, HOLDING AND DISPOSING OF OUR COMMON STOCK.

Taxation of U.S. Holders

The following is a summary of the material U.S. federal income tax consequences to U.S. Holders of the ownership and disposition of the shares of common stock purchased in the Offering.

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Dividends and Other Distributions on Shares of Common Stock

Distributions on shares of our common stock will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. If a distribution exceeds our current or accumulated earnings and profits, the excess will be treated first as a tax-free return of capital and will reduce (but not below zero) the U.S. Holder's adjusted tax basis in the common stock, and any remaining excess will be treated as capital gain from a sale or exchange of our shares of common stock, subject to the tax treatment described below in " Sale, Exchange or Other Disposition of Shares of our Common Stock."

Dividends received by a corporate U.S. Holder generally will qualify for the dividends received deduction if the requisite holding period is satisfied. With certain exceptions, and provided certain holding period requirements are met, dividends received by a non-corporate U.S. Holder generally will constitute "qualified dividends" that will be subject to tax at the tax rate accorded to long-term capital gains.

Sale, Exchange or Other Disposition of Shares of Our Common Stock

Upon the sale, exchange or other disposition of shares of our common stock, a U.S. Holder will recognize gain or loss in an amount equal to the difference between the amount realized upon such event and the U.S. Holder's adjusted tax basis in such shares of common stock. Generally, such gain or loss will be capital gain or loss. Any such capital gain or loss will be long-term capital gain or loss if the U.S. Holder's holding period for the shares exceeds one year, and will otherwise be short-term capital gain or loss.

Tax Rates Applicable to Ordinary Income and Capital Gains

Ordinary income and short-term capital gains of non-corporate U.S. Holders are generally taxable at rates of up to 39.6%. Long-term capital gains of non-corporate U.S. Holders are subject to a maximum rate of 20%. See " *Surtax on Net Investment Income*," below, regarding the applicability of a 3.8% surtax to certain investment income.

Taxation of Non-U.S. Holders

The following is a summary of the material U.S. federal income tax consequences to Non-U.S. Holders of the ownership and disposition of the shares of common stock purchased in the Offering.

Distributions

Distributions on shares of our common stock will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. If a distribution exceeds our current and accumulated earnings and profits, the excess will be treated first as a tax-free return of capital and will reduce (but not below zero) the Non-U.S. Holder's adjusted tax basis in the common stock, and any remaining excess will be treated as gain realized from the sale or exchange of the shares of our common stock, the treatment of which is described below under the section entitled " Sale, Exchange or Other Disposition of Shares of Common Stock."

Subject to the discussion below under "Foreign Accounts," dividends paid to a Non-U.S. Holder generally will be subject to withholding of U.S. federal income tax at the rate of 30%, or such lower rate as may be specified by an applicable income tax treaty. U.S. withholding tax on dividends paid to an individual Non-U.S. Holder who is resident of Canada for purposes of the United States- Canada income tax treaty is generally reduced to 15% pursuant to the United States.-Canada tax treaty. If a

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dividend is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States (and, if an applicable tax treaty requires, is also attributable to a U.S. permanent establishment maintained by such Non-U.S. Holder), the dividend will not be subject to any withholding tax, provided certain certification requirements are satisfied (as described below), and subject to the discussion below under "Foreign Accounts." Instead, such dividends will be subject to U.S. federal income tax imposed on net income on the same basis that applies to U.S. persons generally. A corporate Non-U.S. Holder under certain circumstances also may be subject to an additional branch profits tax equal to 30%, or such lower rate as may be specified by an applicable income tax treaty, on a portion of its effectively connected earnings and profits for the taxable year.

To claim the benefit of a tax treaty or to claim exemption from withholding on the ground that income is effectively connected with the conduct of a trade or business in the United States, a Non-U.S. Holder must provide a properly executed form, generally on IRS Form W-8BEN for treaty benefits or Form W-8ECI for effectively connected income, or such successor forms as the IRS designates, prior to the payment of dividends. These forms must be periodically updated. Non-U.S. Holders generally may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS.

Non-U.S. Holders should consult their own tax advisors regarding the potential applicability of any income tax treaty in their particular circumstances.

Sale, Exchange or Other Disposition of Shares of Common Stock

A Non-U.S. Holder generally will not be subject to U.S. federal income tax and, in certain cases, withholding tax on the sale, exchange or other disposition of shares of our common stock purchased in the Offering unless:

- the gain is effectively connected with a U.S. trade or business of the Non-U.S. Holder (and, if an applicable tax treaty requires, is also attributable to a U.S. permanent establishment maintained by such Non-U.S. Holder),
- in the case of a Non-U.S. Holder who is an individual, such holder is present in the United States for a period or periods aggregating 183 or more days (as calculated for U.S. federal income tax purposes) during the taxable year of the disposition, and certain other conditions are satisfied, or
- we are or have been a "United States real property holding corporation," or "USRPHC," as defined for U.S. federal income tax purposes.

Gain described in the first bullet point above will be subject to tax at generally applicable U.S. federal income tax rates in the same manner as gain is taxable to U.S. Holders. Any gain described in the first bullet point above of a Non-U.S. Holder that is a foreign corporation may also be subject to an additional "branch profits tax" at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

An individual Non-U.S. Holder described in the second bullet point above generally will be subject to U.S. federal income tax at a flat rate of 30% (or at a reduced rate under an applicable income tax treaty) on any gain recognized on the sale, exchange or other disposition of our common stock, which may be offset by certain U.S.-source capital losses (even though such individual is not considered a resident of the United States).

With respect to the third bullet point above, a U.S. corporation is generally a USRPHC if the fair market value of its "United States real property interests" equals or exceeds 50% of the fair market value of its real property and trade or business assets. We believe that we currently are not, and have not been, a USRPHC, although there can be no assurance that we will not become a USRPHC in

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future years. Even if we are or become a USRPHC, so long as our common stock is regularly traded on an established securities market, under applicable U.S. Treasury regulations, a Non-U.S. Holder generally will not be subject to U.S. federal income tax on any gain realized on the sale, exchange or other disposition of shares of our common stock, unless the Non-U.S. Holder has owned, directly or by attribution, more than 5% of our common stock during the shorter of the five-year period preceding the disposition or the Non-U.S. Holder's holding period for the shares of our common stock (a "greater than 5% stockholder").

Information Reporting and Backup Withholding Tax

Information reporting and backup withholding at a rate of 28% may apply to dividends paid with respect to our common stock and to proceeds from the sale, exchange or other disposition of our common stock. In certain circumstances, Non-U.S. Holders will not be subject to information reporting and backup withholding if they certify under penalties of perjury as to their status as Non-U.S. Holders or otherwise establish an exemption and certain other requirements are met. Non-U.S. Holders should consult their own tax advisors regarding the application of the information reporting and backup withholding rules to them.

Backup withholding is not an additional tax. Amounts withheld under the backup withholding rules from a payment to a Non-U.S. Holder generally may be refunded or credited against the Non-U.S. Holder's U.S. federal income tax liability, if any, provided that certain required information is timely furnished to the IRS.

Surtax on Net Investment Income

Individuals, estates and trusts will be required to pay a 3.8% Medicare surtax on "net investment income" (in the case of an individual) or "undistributed net investment income" (in the case of a trust or estate) in excess of a certain threshold amount. Net investment income includes, among other things, dividends and net gain from disposition of property (other than property held in certain trades or businesses). Net investment income is reduced by deductions that are properly allocable to such income. U.S. Holders should consult their own tax advisors regarding the application, if any, of this tax on their ownership and disposition of our common stock.

Foreign Accounts

Legislation enacted in 2010, commonly known as "FATCA," generally imposes a 30% withholding tax on dividends on shares of common stock, and gross proceeds from the sale or other disposition of shares of common stock, paid to (i) a foreign financial institutions (as defined in section 1471 of the Code) unless it enters into an agreement to collect and disclose to the IRS information regarding direct and indirect U.S. account holders, and (ii) certain other foreign entities unless they certify certain information regarding their direct and indirect U.S. owners. If the payee is a foreign financial institution, it must enter into an agreement with the U.S. Department of the Treasury requiring, among other things, that it undertake to identify accounts held by certain U.S. persons or U.S.-owned foreign entities, annually report certain information about such accounts, and withhold 30% on payments to account holders whose actions prevent it from complying with these reporting and other requirements. In certain circumstances, an account holder may be eligible for refunds or credits of such taxes. We will not pay any additional amounts in respect to any amounts withheld. An intergovernmental agreement between the United States and an applicable foreign country, or future Treasury regulations, may modify these requirements.

Under current administrative guidance, the withholding obligations described above currently applies to payments of dividends on shares of common stock, and to payments of proceeds from a sale or other disposition of shares of common stock after December 31, 2018. The FATCA withholding tax

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will apply to all withholdable payments without regard to whether the beneficial owner of the payment would otherwise be entitled to an exemption from imposition of withholding tax pursuant to an applicable tax treaty with the United States or U.S. domestic law.

THE UNITED STATES FEDERAL INCOME TAX DISCUSSION SET FORTH ABOVE IS INCLUDED FOR GENERAL INFORMATION ONLY AND MAY NOT BE APPLICABLE DEPENDING UPON A HOLDER'S PARTICULAR SITUATION. HOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO ALL TAX CONSEQUENCES TO THEM OF THE ACQUISITION OF UNITS AND THE OWNERSHIP AND DISPOSITION OF OUR COMMON STOCK, INCLUDING THE TAX CONSEQUENCES UNDER STATE, LOCAL, FOREIGN AND OTHER TAX LAWS, AND THE POSSIBLE EFFECTS OF ANY CHANGES THEREIN.

PRIVATE PLACEMENT TRANSACTION

Concurrently with the closing of the sale of common stock in this Offering, for each share of common stock purchased, each purchaser will receive a warrant to purchase three-quarters of a share of common stock in a private placement transaction (the "Private Placement Transaction"). Such warrants will be issued and sold without registration under the Securities Act of 1933, as amended (the "Act"), or state securities laws, in reliance on the exemptions provided by Section 4(a)(2) of the Act and/or Regulation D promulgated thereunder and in reliance on similar exemptions under applicable state laws. Accordingly, investors may exercise those warrants and sell the underlying shares only pursuant to an effective registration statement under the Securities Act covering the resale of those shares, an exemption under Rule 144 under the Securities Act or another applicable exemption under the Securities Act.

In connection with the purchase of shares of common stock in this Offering, the investors will receive warrants to purchase an aggregate of 6,000,000 shares of common stock, at an initial exercise price equal to $0.75.

Each warrant will be exercisable on the later of six months from the date of issuance or the date the Company obtains Shareholder Approval (defined above) and such Shareholder Approval is deemed effective, and has a term expiring five years after such initial exercise date. Subject to limited exceptions, a holder of warrants will not have the right to exercise any portion of the warrant if the holder (together with its affiliates) would beneficially own in excess of 4.99% of the number of shares of our common stock outstanding immediately after giving effect to the issuance of shares upon exercise of the warrants.

The warrants provide that in the event of certain enumerated fundamental transactions, each holder of warrants will have the option to require us to purchase its warrants in cash for the Black-Scholes value of the warrants. In addition, if at the time of the exercise of the warrants, there is no effective registration statement registering, or the prospectus contained therein is not available for, the resale of the shares of common stock underlying the warrants, then the warrant may be exercised by means of a "cashless exercise."

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PLAN OF DISTRIBUTION

H.C. Wainwright & Co., LLC has agreed to act as placement agent in connection with this offering subject to the terms and conditions of the placement agent agreement dated April 25, 2016 (the "Placement Agent Agreement"). The placement agent is not purchasing or selling any shares of common stock offered by this prospectus supplement, nor is it required to arrange the purchase or sale of any specific number or dollar amount of common stock, but has agreed to use its best efforts to arrange for the sale of all of the shares of common stock offered hereby. Therefore, we will enter into a securities purchase agreement dated May 2, 2016 (the "Securities Purchase Agreement") directly with investors in connection with this offering and we may not sell the entire amount of shares of common stock offered pursuant to this prospectus supplement. The placement agent may engage one or more sub-agents or selected dealers to assist with the offering.

We have agreed to pay the placement agent a placement agent's fee equal to five percent (5%) of the aggregate purchase price of the shares of common stock sold in this Offering and pursuant to the Private Placement Transaction described above under the caption "*Private Placement Transaction*."

Out of the proceeds of the Offering and the Private Placement Transaction, we will also reimburse the placement agent a non-accountable expense allowance of $35,000, provided, however, that such reimbursement amount in no way limits or impairs the indemnification and contribution provisions the placement agent is entitled to under the Placement Agent Agreement.

The following table shows the per share and total placement agent's fees that we will pay to the placement agent in connection with the sale of the shares of common stock offered pursuant to this prospectus supplement assuming the purchase of all of the shares offered hereby.

Per share placement agent's fees	$	0.025
Maximum offering total	$	4,000,000

Because there is no minimum amount required as a condition to the closing in this offering, the actual total offering commissions, if any, are not presently determinable and may be substantially less than the maximum amount set forth above.

Our obligation to issue and sell common stock to the purchasers is subject to the conditions set forth in the Securities Purchase Agreement. A purchaser's obligation to purchase common stock is subject to the conditions set forth in the Securities Purchase Agreement as well.

We estimate the total expenses that will be payable by us, excluding the placement agent's fees, will be approximately $200,000, which include legal, accounting and printing costs, various other fees and reimbursement of the placement agent's expenses.

The foregoing does not purport to be a complete statement of the terms and conditions of the Placement Agent Agreement and the Securities Purchase Agreement. A copy of the Placement Agent Agreement and the form of Securities Purchase Agreement with investors are included as exhibits to a Current Report on Form 8-K filed with the SEC in connection with this Offering and is incorporated by reference into the registration statement of which this prospectus supplement is part.

The placement agent may be deemed to be an underwriter within the meaning of Section 2(a)(11) of the Securities Act, and any commissions received by it and any profit realized on the resale of the common stock sold by it while acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. As an underwriter, the placement agent would be required to comply with the Securities Act and the Securities Exchange Act of 1934, as amended, or Exchange Act, including without limitation, Rule 10b-5 and Regulation M under the Exchange Act. These rules and

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regulations may limit the timing of purchases and sales of shares of common stock and warrants by the placement agent acting as principal. Under these rules and regulations, the placement agent:

- may not engage in any stabilization activity in connection with our securities; and
- may not bid for or purchase any of our securities or attempt to induce any person to purchase any of our securities other than as permitted under the Exchange Act, until it has completed its participation in the distribution.

RESTRICTIONS ON RESALE TO RESIDENTS OF CANADA

The Company is a "reporting issuer" (within the meaning of applicable Canadian securities laws) in each of the provinces of Canada. However, as the offering of shares of common stock is being made solely outside of Canada, the Company is exempt from the requirement to prepare and file a prospectus with the securities regulatory authorities in each of the provinces of Canada to qualify the distribution of the shares of common stock. Accordingly, each purchaser of the shares of common stock acknowledges that the shares of common stock are subject to "hold period" resale restrictions under applicable Canadian securities laws such that such securities must not be traded or resold in or to a resident of Canada until four months and a day after the closing of the offering, and each purchaser of shares of common stock agrees and is deemed to agree to comply with such restrictions. Accordingly, this prospectus supplement serves as notice to each purchaser of shares of common stock of the transfer and resale restrictions applicable to the shares of common stock under Canadian securities laws described in the following legend:

"UNDER CANADIAN SECURITIES LAWS, UNLESS PERMITTED UNDER SECURITIES LEGISLATION, THE HOLDER OF THIS SECURITY MUST NOT TRADE THE SECURITY IN CANADA BEFORE THE DATE THAT IS 4 MONTHS AND A DAY AFTER THE ORIGINAL DISTRIBUTION DATE OF THE SHARES OF COMMON STOCK."

LEGAL MATTERS

The validity of the issuance of the securities offered hereby will be passed upon for us by Davis Graham & Stubbs LLP. Certain matters with respect to Canadian law will be passed upon by Fasken Martineau DuMoulin LLP on our behalf. The placement agent is being represented in connection with this Offering by Ellenoff Grossman & Schole LLP.

INTEREST OF NAMED EXPERTS AND COUNSEL

Since May, 2009 until her resignation on December 30, 2015, Deborah Friedman devoted approximately half of her time to serve as the Company's Senior Vice President, General Counsel and Corporate Secretary and approximately half of her time to her legal practice at Davis Graham & Stubbs LLP ("DGS") where she is a partner. During 2014 and 2015 the Company paid a monthly flat fee retainer of approximately $15,000 to DGS for approximately one half of Ms. Friedman's time spent serving as the Company's Senior Vice President, General Counsel and Corporate Secretary, which DGS subsequently remitted to Ms. Friedman, and the Company paid her customary hourly rate to DGS for any time spent by Ms. Friedman in excess of that threshold. Although she was an executive officer of the Company for Section 16(a) reporting purposes under the Securities Exchange Act of 1934, Ms. Friedman was not employed by the Company. For the years ended December 31, 2015 and 2014 the Company paid approximately $490,000 and $460,000 respectively to DGS for legal services, including the amounts relating to Ms. Friedman described above. The Company has been advised by DGS that these amounts represented a de minimis amount of DGS's total revenue in each of the two years. At December 31, 2015 and 2014 the Company's Consolidated Balance Sheets included in accounts payable and other accrued liabilities amounts owed to DGS of approximately $25,000 and $21,000 respectively.

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EXPERTS

The consolidated financial statements of Golden Minerals Company as of December 31, 2015 and 2014 incorporated in this prospectus supplement by reference to the Golden Minerals Company Annual Report on Form 10-K for the year ended December 31, 2015 have been so incorporated in reliance on the reports of EKS&H LLLP, an independent registered public accounting firm, given on the authority of said firms as experts in auditing and accounting.

The estimates of our mineralized material with respect to the Velardeña Properties incorporated by reference in this prospectus supplement and the accompanying prospectus have been included in reliance upon the technical report prepared by Tetra Tech, Inc. The estimates of our mineralized material with respect to the El Quevar project included in this prospectus supplement or incorporated by reference in this prospectus supplement and the accompanying prospectus have been included in reliance upon the technical report prepared by RungePincockMinarco.

DOCUMENTS INCORPORATED BY REFERENCE

The SEC allows us to "incorporate by reference" information into this prospectus supplement and the accompanying prospectus, which means that we can disclose important information to you by referring you to other documents filed separately with the SEC. The information incorporated by reference is considered part of this prospectus supplement, and information filed with the SEC subsequent to this prospectus supplement and prior to the termination of the particular Offering referred to in such prospectus supplement will automatically be deemed to update and supersede this information. We incorporate by reference into this prospectus supplement and the accompanying prospectus the documents listed below (excluding any portions of such documents that have been "furnished" but not "filed" for purposes of the Exchange Act):

- Annual Report on Form 10-K for the fiscal year ended December 31, 2015;
- Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2016;
- Current Report on Form 8-K filed on January 20, 2016;
- Current Report on Form 8-K filed on February 18, 2016; and
- The description of our common stock contained in our registration statement on Form 8-A filed February 5, 2010 with the SEC under 12(b) of the Exchange Act (File No. 001-13627), including any subsequent amendment or report filed for the purpose of updating such description.

We also incorporate by reference all documents we subsequently file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the initial filing of the registration statement of which this prospectus supplement is a part (including prior to the effectiveness of the registration statement) and prior to the termination of the Offering. Any statement in a document incorporated by reference in this prospectus supplement or the accompanying prospectus will be deemed to be modified or superseded to the extent a statement contained in this prospectus supplement or any other subsequently filed document that is incorporated by reference herein modifies or supersedes such statement.

Unless specifically stated to the contrary, none of the information that we disclose under Items 2.02 or 7.01 or corresponding information furnished under Item 9.01 or included as an exhibit of any Current Report on Form 8-K that we may from time to time furnish to the SEC will be incorporated by reference into, or otherwise included in, this prospectus supplement.

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We will provide without charge upon written or oral request, a copy of any or all of the documents which are incorporated by reference into this prospectus. Requests should be directed to:

Golden Minerals Company
350 Indiana Street, Suite 800
Golden, Colorado 80401
Attention: Secretary
Telephone: (303) 839-5060

Except as provided above, no other information, including information on our internet site, is incorporated by reference in this prospectus supplement.

WHERE YOU CAN FIND MORE INFORMATION

This prospectus supplement and the accompanying prospectus do not contain all of the information included in the related registration statement on Form S-3. We have omitted parts of the registration statement in accordance with the rules and regulations of the SEC. In addition, statements contained in this prospectus supplement and the accompanying prospectus about the provisions or contents of any agreement or other document are not necessarily complete. For further information, we refer you to the registration statement on Form S-3, including its exhibits. We file annual, quarterly and current reports, proxy statements and other information with the SEC. See "*Where You Can Find More Information*" in the accompanying prospectus for information on the documents we incorporate by reference in this prospectus supplement and the accompanying prospectus. Our SEC filings are available to the public at the SEC's website at *http://www.sec.gov*. You may also read and copy our Form S-3 registration statement and any reports, statements or other information that we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Our SEC filings are also available to the public from commercial document retrieval services. Information contained on our website should not be considered part of this prospectus.

We also file reports, statements or other information with the Alberta, British Columbia, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Ontario Securities Commissions. Copies of these documents that are filed through the System for Electronic Document Analysis and Retrieval, or "SEDAR," of the Canadian Securities Administrators are available at its web site *http://www.sedar.com*.

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Filed pursuant to Rule 424(b)(3)
Registration No. 333-199026

PROSPECTUS

$200,000,000

Senior Debt Securities
Subordinated Debt Securities
Common Stock
Preferred Stock
Warrants
Rights
Units
Depositary Shares

Golden Minerals Company ("Golden Minerals," "we," "us," or "our") may offer and sell from time to time up to $200,000,000 of our senior and subordinated debt securities, common stock, $0.01 par value, preferred stock, $0.01 par value, warrants to purchase any of the other securities that may be sold under this prospectus, rights to purchase common stock, preferred stock and/or senior or subordinated debt securities, depositary shares, units consisting of two or more of these classes or series of securities and securities that may be convertible or exchangeable to other securities covered hereby, in one or more transactions.

We will provide specific terms of any offering in supplements to this prospectus. The securities may be offered separately or together in any combination and as separate series. You should read this prospectus and any supplement carefully before you invest.

We may sell securities directly to you, through agents we select, or through underwriters or dealers we select. If we use agents, underwriters or dealers to sell the securities, we will name them and describe their compensation in a prospectus supplement. The net proceeds we expect to receive from these sales will be described in the prospectus supplement.

Our common stock is listed on the NYSE MKT LLC ("NYSE MKT") under the symbol "AUMN". On September 29, 2014 the last reported sales price of our common stock on the NYSE MKT was $0.67 per share. Our common stock is also listed on the Toronto Stock Exchange ("TSX") under the symbol "AUM". The closing price for our common stock on September 29, 2014 as quoted on the TSX, was Cdn$0.74. The applicable prospectus supplement will contain information, where applicable, as to any other listing on the NYSE MKT or any securities exchange of the securities covered by the prospectus supplement.

On September 30, 2014, the aggregate market value of our outstanding common stock held by non-affiliates was $47,319,378. We have previously sold $5,501,080 of securities pursuant to General Instruction I.B.6 of Form S-3 during the prior twelve calendar month period that ends on, and includes, the date of this prospectus.

The securities offered in this prospectus involve a high degree of risk. See "Risk Factors" on page 7 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 5, 2014.

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As used in this prospectus, the terms "Golden Minerals," "we," "our," "ours" and "us" may, depending on the context, refer to Golden Minerals Company or to one or more of Golden Minerals Company's consolidated subsidiaries or to Golden Minerals Company and its consolidated subsidiaries, taken as a whole. When we refer to "shares" throughout this prospectus, we include all rights attaching to our common stock under any shareholder rights plan then in effect.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, which we refer to as the SEC or the Commission, using a "shelf" registration process. Under the shelf registration, we may sell any combination of the securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities that we may offer. Each time that we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement also may add, update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement together with additional information incorporated by reference in this prospectus before making an investment in our securities. See "Where You Can Find More Information" for more information. We may use this prospectus to sell securities only if it is accompanied by a prospectus supplement.

You should not assume that the information in this prospectus, any accompanying prospectus supplement or any document incorporated by reference is accurate as of any date other than the date of such document.

WHERE YOU CAN FIND MORE INFORMATION

We file and furnish annual, quarterly and current reports and other information, including proxy statements, with the SEC. You may read and copy any document we file or furnish with the SEC at the SEC's Public Reference Room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Our SEC filings are available to the public on the SEC's website at *www.sec.gov.* Our SEC filings are also available through the "Investor Relations" section of our website at *www.goldenminerals.com*.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to "incorporate by reference" information into this prospectus and any accompanying prospectus supplement, which means that we can disclose important information to you by referring you to other documents filed separately with the SEC. The information incorporated by reference is considered part of this prospectus, and information filed with the SEC subsequent to this prospectus and prior to the termination of the particular offering referred to in such prospectus supplement will automatically be deemed to update and supersede this information. We incorporate by reference into this prospectus and any accompanying prospectus supplement the documents listed below (excluding any portions of such documents that have been "furnished" but not "filed" for purposes of the Exchange Act):

(a) The Company's Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the Commission on February 28, 2014;

(b) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2014, as filed with the Commission on May 1, 2014, and Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2014, as filed with the Commission on August 6, 2014;

(c) The Company's Current Reports on Form 8-K as filed with the Commission on May 28, 2014 and on September 10, 2014; and

(d) The description of the Company's common stock contained in our registration statement on Form 8-A filed February 5, 2010 with the Commission under Section 12(b) of the Exchange Act (File No. 001-13627), including any subsequent amendment or report filed for the purpose of updating such description.

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We also incorporate by reference all documents we subsequently file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the initial filing of the registration statement of which this prospectus is a part (including prior to the effectiveness of the registration statement) and prior to the termination of the offering. Any statement in a document incorporated by reference in this prospectus will be deemed to be modified or superseded to the extent a statement contained in this prospectus or any other subsequently filed document that is incorporated by reference in this prospectus modifies or supersedes such statement.