

Touchstone Mining LTD
Form 10QSB
May 15, 2008

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-QSB

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended March 31, 2008

or

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

For the transition period from _____ to _____

Commission file number 333-130696

Touchstone Mining Limited

(Exact name of small business issuer as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

98-0468420

(I.R.S. Employer
Identification No.)

808 Nelson Street, Suite 2103

Vancouver, British Columbia

(Address of principal executive offices)

V6Z 2HZ

(Zip Code)

(604) 684-7619

(Registrant's telephone number, including area code)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.
Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2). Yes No

As of May 12, 2008, there were 6,238,889 shares of the issuer's common stock, par value \$0.00001, issued and outstanding.

Transitional Small Business Disclosure Format (check one): Yes No

TOUCHSTONE MINING LIMITED
MARCH 31, 2008 QUARTERLY REPORT ON FORM 10-QSB
TABLE OF CONTENTS

| | PAGE |
|---|-------------|
| Special Note Regarding Forward Looking Information | 3 |
| PART I - FINANCIAL INFORMATION | |
| Item 1. Financial Statements | 4 |
| Item 2. Plan of Operation | 16 |
| Item 3. Controls and Procedures | 16 |
| PART II - OTHER INFORMATION | |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | 17 |
| Item 6. Exhibits | 17 |

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

To the extent that the information presented in this Quarterly Report on Form 10-QSB for the quarter ended March 31, 2008 discusses financial projections, information or expectations about our products or markets, or otherwise makes statements about future events, such statements are forward-looking. We are making these forward-looking statements in reliance on the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although we believe that the expectations reflected in these forward-looking statements are based on reasonable assumptions, there are a number of risks and uncertainties that could cause actual results to differ materially from such forward-looking statements. These risks and uncertainties are described, among other places in this Quarterly Report, in “Plan of Operation.”

In addition, we disclaim any obligations to update any forward-looking statements to reflect events or circumstances after the date of this Quarterly Report. When considering such forward-looking statements, you should keep in mind the risks referenced above and the other cautionary statements in this Quarterly Report.

PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

| | PAGE |
|---|-------------|
| Interim Balance Sheets as at March 31, 2008 (unaudited) and September 30, 2007 | 5 |
| Interim Statements of Operations for the three months ended March 31, 2008 and 2007, for the six months ended March 31, 2008 and 2007, and for the period from inception (September 12, 2005) to March 31, 2008 (unaudited) | 6 |
| Interim Statements of Cash Flows for the six months ended March 31, 2008 and 2007 and for the period from Inception (September 12, 2005) to March 31, 2008 (unaudited) | 7 |
| Notes to Interim Financial Statements (unaudited) | 8 |

Touchstone Mining Limited
(An Exploration Stage Company)

Interim Balance Sheets

| | As at March 31, 2008 <i>(Unaudited)</i> | As at September 30, 2007 |
|--|--|--------------------------------|
| <u>ASSETS</u> | | |
| Current | | |
| Cash and cash equivalents | \$ 39,435 | \$ 42 |
| Total current assets | 39,435 | 42 |
| Non-Current | | |
| Mineral Property Reclamation Bond <i>(Note 5)</i> | 4,330 | 4,330 |
| TOTAL ASSETS | \$ 43,765 | \$ 4,372 |
| <u>LIABILITIES AND STOCKHOLDERS' EQUITY</u> | | |
| Current | | |
| Accounts payable and accrued liabilities | \$ 6,610 | \$ 1,225 |
| Notes Payable-related party <i>(Note 6)</i> | 5,000 | - |
| TOTAL LIABILITIES | 11,610 | 1,225 |
| <u>STOCKHOLDERS' EQUITY</u> | | |
| Capital Stock <i>(Note 3)</i> | | |
| Authorized: | | |
| 100,000,000 common shares, \$0.00001 par value | | |
| Issued and outstanding shares: | | |
| 6,238,889 (Sept. 30, 2007 - 6,100,000) common shares | 62 | 61 |
| Capital in excess of par value | 146,440 | 96,441 |
| Deficit accumulated during the exploration stage | (114,347) | (93,355) |
| Total stockholders' equity | 32,155 | 3,147 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 43,765 | \$ 4,372 |

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

Touchstone Mining Limited
(An Exploration Stage Company)

Interim Statements of Operations
(Unaudited)

| | Three Months Ended March 31, | | Six Months Ended March 31, | | Cumulative from Inception (September 12, 2005) to March 31, |
|---|------------------------------|-------------------|----------------------------|--------------------|--|
| | 2008 | 2007 | 2008 | 2007 | 2008 |
| Income | \$ - | \$ - | \$ - | \$ - | \$ - |
| Expenses | | | | | |
| Mineral property costs | - | - | 3,331 | 18,619 | 32,120 |
| Professional fees | 2,610 | 1,531 | 12,252 | 3,856 | 74,220 |
| Office and administrative | 3,061 | 65 | 5,409 | 1,602 | 7,537 |
| Total Operating Expenses | 5,671 | 1,596 | 20,992 | 24,077 | 113,877 |
| Foreign currency transaction loss | - | - | - | - | (470) |
| Other Income (Expense) | - | - | - | - | - |
| Net Loss Applicable to Common Shares | \$ (5,671) | \$ (1,596) | \$ (20,992) | \$ (24,077) | \$ (114,347) |
| Foreign currency translation adjustment | - | (103) | - | (117) | - |
| Comprehensive loss | \$ (5,671) | \$ (1,699) | \$ (20,992) | \$ (24,194) | \$ (114,347) |
| Basic and Diluted Loss per Common Share | \$ (0.001) | \$ (0.001) | \$ (0.003) | \$ (0.008) | |
| Weighted Average Number of Common Shares Outstanding | 6,182,418 | 3,100,000 | 6,140,984 | 3,100,000 | |

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

Touchstone Mining Limited
(An Exploration Stage Company)

Interim Statements of Cash Flows
(Unaudited)

| | Six Months Ended March 31, | | Cumulative From Inception (September 12, 2005) to March 31, 2008 |
|---|----------------------------|-------------|---|
| | 2008 | 2007 | |
| Cash Flow from Operating Activities: | | | |
| Loss for the period | \$ (20,992) | \$ (24,077) | \$ (114,347) |
| Changes in operating assets and liabilities: | | | |
| Increase (decrease) in accounts payable and accrued liabilities | 5,385 | (5,000) | 6,610 |
| Net cash used in operating activities | (15,607) | (29,077) | (107,737) |
| Cash Flow from Investing Activities: | | | |
| Mineral property reclamation bond | - | - | (4,330) |
| Net cash used in investing activities | - | - | (4,330) |
| Cash Flow from Financing Activities: | | | |
| Proceeds from Notes Payable - related party | 8,400 | 1,430 | 42,902 |
| Repayments on Notes Payable - related party | (3,400) | - | (3,400) |
| Issuance of capital stock | 50,000 | - | 112,000 |
| Net cash provided by financing activities | 55,000 | 1,430 | 151,502 |
| Effect of Foreign Currency Translation Adjustment | - | (117) | - |
| Net Increase (Decrease) in Cash and Cash Equivalents | 39,393 | (27,764) | 39,435 |
| Cash and Cash equivalents – Beginning of period | 42 | 28,120 | - |
| Cash and Cash Equivalents – End of Period | \$ 39,435 | \$ 356 | \$ 39,435 |
| Supplemental Cash Flow Disclosure: | | | |
| Cash paid for interest | \$ - | \$ - | \$ - |
| Cash paid for income taxes | \$ - | \$ - | \$ - |
| Non- Cash Financing and Investing Activities: | | | |
| Debt converted to Capital Stock | \$ - | \$ - | \$ 34,502 |

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

Touchstone Mining Limited
(An Exploration Stage Company)

Notes to Interim Financial Statements
March 31, 2008
(Unaudited)

1. Organization

Touchstone Mining Limited (the “Company”) was incorporated on September 12, 2005 in the State of Nevada, USA. It is based in Vancouver, British Columbia, Canada. The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America, and the Company’s fiscal year end is September 30.

The Company is an exploration stage company that engages primarily in the acquisition, exploration and development of mineral resource properties. The Company has the right to conduct exploration work on ten mineral mining claims in Humboldt County, Nevada, USA. Prior to this, the Company’s activities have been limited to its formation, the raising of equity capital, and its mining exploration work program.

Exploration Stage Company

The Company is considered to be in the exploration stage as defined in Statement of Financial Accounting Standards (SFAS) No. 7, “*Accounting and Reporting by Development Stage Enterprises*,” and interpreted by the Securities and Exchange Commission for mining companies in Industry Guide 7. The Company is devoting substantially all of its efforts to development of business plans and the acquisition of mineral properties.

2. Significant Accounting Policies

Use of Estimates

The preparation of the Company’s financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Company’s periodic filings with the Securities and Exchange Commission include, where applicable, disclosures of estimates, assumptions, uncertainties and markets that could affect the financial statements and future operations of the Company.

Cash and Cash Equivalents

Cash and cash equivalents include cash in banks, money market funds, and certificates of term deposits with maturities of less than three months, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value. The Company had \$39,435 and \$42 in cash and cash equivalents at March 31, 2008 and September 30, 2007, respectively.

Touchstone Mining Limited
(An Exploration Stage Company)

Notes to Interim Financial Statements
March 31, 2008

2. Significant Accounting Policies (continued)

Mineral Acquisition and Exploration Costs

The Company has been in the exploration stage since its formation on September 12, 2005 and has not yet realized any revenue from its planned operations. It is primarily engaged in the acquisition, exploration and development of mining properties. Mineral property acquisition and exploration costs are expensed as incurred. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs incurred to develop such property are capitalized. Such costs will be amortized using the units-of-production method over the estimated life of the probable reserves.

Start-Up Costs

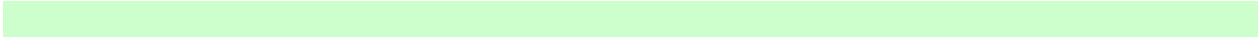
In accordance with the American Institute of Certified Public Accountant's Statement of Position 98-5, "Reporting on the Costs of Start-up Activities," the Company expenses all costs incurred in connection with the start-up and organization of the Company.

Net Income or (Loss) Per Share of Common Stock

The Company has adopted Financial Accounting Standards Board ("FASB") Statement Number 128, "Earnings per Share," ("EPS") which requires presentation of basic and diluted EPS on the face of the statements of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. In the accompanying financial statements, basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. The Company has no potentially dilutive securities, such as options or warrants, currently issued and outstanding.

The following table sets forth the computation of basic and diluted earnings per share:

| | Three Months Ended March 31, | | Six Months Ended March 31, | |
|--|------------------------------|------------|----------------------------|-------------|
| | 2008 | 2007 | 2008 | 2007 |
| Net loss | \$ (5,671) | \$ (1,596) | \$ (20,992) | \$ (24,077) |
| Weighted average common shares Outstanding (Basic) | 6,181,418 | 3,100,000 | 6,140,984 | 3,100,000 |
| Options | - | - | - | - |
| Warrants | - | - | - | - |
| Weighted average common shares Outstanding (Diluted) | 6,182,418 | 3,100,000 | 6,140,984 | 3,100,000 |



| | | | | | | | | |
|--|----|---------|----|---------|----|---------|----|---------|
| Net loss per share (Basic and Diluted) | \$ | (0.001) | \$ | (0.001) | \$ | (0.003) | \$ | (0.008) |
|--|----|---------|----|---------|----|---------|----|---------|

Touchstone Mining Limited
(An Exploration Stage Company)

Notes to Interim Financial Statements
March 31, 2008

2. Significant Accounting Policies (continued)

Concentrations of Credit Risk

The Company's financial instruments that are exposed to concentrations of credit risk primarily consist of its cash and cash equivalents and related party payables it will likely incur in the near future. The Company places its cash and cash equivalents with financial institutions of high credit worthiness. At times, its cash and cash equivalents with a particular financial institution may exceed any applicable government insurance limits. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

Foreign Currency Translations

The Company's functional currency is the Canadian dollar. The Company's reporting currency is the U.S. dollar. All transactions initiated in Canadian dollars are translated into U.S. dollars in accordance with SFAS No. 52 "*Foreign Currency Translation*" as follows:

- (i) Monetary assets and liabilities at the rate of exchange in effect at the balance sheet date.
- (ii) Equity at historical rates.
- (iii) Revenue and expense items at the average rate of exchange prevailing during the period.

Adjustments arising from such translations are deferred until realization and are included as a separate component of stockholders' equity as a component of comprehensive income or loss. Therefore, translation adjustments are not included in determining net income (loss) but reported as other comprehensive income.

For foreign currency transactions, the Company translates these amounts to the Company's functional currency at the exchange rate effective on the invoice date. If the exchange rate changes between the time of purchase and the time actual payment is made, a foreign exchange transaction gain or loss results which is included in determining net income for the period. No significant realized exchange gains or losses were recorded since September 12, 2005 (inception) to March 31, 2008.

Risks and Uncertainties

The Company operates in the resource exploration industry that is subject to significant risks and uncertainties, including financial, operational, technological and other risks associated with operating a resource exploration business, including the potential risk of business failure.

Touchstone Mining Limited
(An Exploration Stage Company)

Notes to Interim Financial Statements
March 31, 2008

2. Significant Accounting Policies (continued)

Environmental Expenditures

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for future reclamation and site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company vary greatly and are not predictable. The Company's policy is to meet or, if possible, surpass standards set by relevant legislation by application of technically proven and economically feasible measures.

Environmental expenditures that relate to ongoing environmental and reclamation programs are charged against earnings as incurred or capitalized and amortized depending on their future economic benefits. All of these types of expenditures incurred since inception have been charged against earnings due to the uncertainty of their future recoverability. Estimated future reclamation and site restoration costs, when the ultimate liability is reasonably determinable, are charged against earnings over the estimated remaining life of the related business operation, net of expected recoveries.

Recent Accounting Pronouncements

In March 2008, FASB issued Financial Accounting Standards No. 161, "*Disclosure about Derivative Instruments and Hedging Activities - an amendment to FASB Statement No. 133.*" The use and complexity of derivative instruments and hedging activities have increased significantly over the past several years. Constituents have expressed concerns that the existing disclosure requirements in FASB Statement No. 133, "*Accounting for Derivative Instruments and Hedging Activities,*" do not provide adequate information about how derivative and hedging activities affect an entity's financial position, financial performance, and cash flows. Accordingly, this Statement requires enhanced disclosures about an entity's derivative and hedging activities and thereby improves the transparency of financial reporting. This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008.

In December 2007, FASB issued Financial Accounting Standards No. 160, "*Noncontrolling Interests in Consolidated Financial Statements - an amendment of ARB No. 51.*" This statement amends ARB No. 51 to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards of the portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. SFAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008 (that is, January 1, 2009, for entities with calendar year-ends).

Touchstone Mining Limited
(An Exploration Stage Company)

Notes to Interim Financial Statements
March 31, 2008

2. Significant Accounting Policies (continued)

In December 2007, FASB issued a revision to Financial Accounting Standards No. 141 (revised 2007), "*Business Combinations*." The objective of this Statement is to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial reports about a business combination and its effects. This Statement applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008.

In February 2007, FASB issued Financial Accounting Standards No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*." This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is expected to expand the use of fair value measurement, which is consistent with the Board's long-term measurement objectives for accounting for financial instruments. SFAS 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007.

In September 2006, FASB issued Financial Accounting Standards No. 157, "*Fair Value Measurements*." This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. However, for some entities, the application of this Statement will change current practice. SFAS 157 is effective in the first fiscal year that begins after October 1, 2009 for the Company.

None of the above new pronouncements has current application to the Company, but will be implemented in the Company's future financial reporting when applicable.

Touchstone Mining Limited
(An Exploration Stage Company)

Notes to Interim Financial Statements
March 31, 2008

3. Stockholders' Equity

Authorized Stock

The Company has authorized 100,000,000 common shares with a par value of \$0.00001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought.

Share Issuances

Since inception (September 12, 2005), the Company has issued 3,100,000 common shares at \$0.02 per share, 138,889 common shares at \$0.36 per share, and 3,000,000 common shares in satisfaction of debt of \$34,502, resulting in total proceeds of \$146,502. There were 6,238,889 common shares issued and outstanding at March 31, 2008.

4. Provision for Income Taxes

The Company recognizes the tax effects of transactions in the year in which such transactions enter into the determination of net income, regardless of when reported for tax purposes. Deferred taxes are provided in the financial statements under SFAS No. 109 to give effect to the resulting temporary differences which may arise from differences in the bases of fixed assets, depreciation methods, allowances, and start-up costs based on the income taxes expected to be payable in future years. Minimal exploration stage deferred tax assets arising as a result of net operating loss carryforwards have been offset completely by a valuation allowance due to the uncertainty of their utilization in future periods. Operating loss carryforwards generated during the period from September 12, 2005 (date of inception) through March 31, 2008 of \$114,347 will begin to expire in 2025. Accordingly, deferred tax assets of approximately \$40,000 were offset by the valuation allowance that increased by approximately \$7,500 and \$8,500 during the six months ended March 31, 2008 and 2007, respectively.

Touchstone Mining Limited
(An Exploration Stage Company)

Notes to Interim Financial Statements
March 31, 2008

5. Mineral Property Costs

By agreement dated November 23, 2005 with Mineral Exploration Services Ltd. ("MES"), the Company acquired an option to earn a 100% interest in certain properties consisting of 10 unpatented mineral claims, known as the Boulder Claims, (the Property) located in Humboldt County, Nevada, USA.

Upon execution of the agreement, MES transferred 100% interest in the mineral claims to the Company for \$50,000 to be paid, at the Company's option, as follows:

| | Cash Payments |
|--|---------------|
| Upon signing of the agreement and transfer of title (paid) | \$ 3,500 |
| On or before November 23, 2006 (paid) | 3,500 |
| On or before November 23, 2007 | 8,000 |
| On or before November 23, 2008 | 10,000 |
| On or before November 23, 2009 | 10,000 |
| On or before November 23, 2010 | 15,000 |
| | \$ 50,000 |

In August 2007, the Company reached an agreement with MES, whereby MES relinquished their rights to the Property. During the period ended March 31, 2008, the Company proceeded to stake the claims in its own name. The Company is no longer obligated to make the payments outlined above for 2007 through 2010, and is only responsible for maintaining the mineral claims in good standing by paying all the necessary rents, taxes, and filing fees associated with the Property. As of March 31, 2008, the Company met these obligations.

A \$4,330 reclamation bond has been paid to the Bureau of Land Management (BLM) in the State of Nevada. This bond will be held by the BLM until such time as they determine that the mineral property has been properly reclaimed and indigenous species of plants have been planted and are growing. Given the uncertainty of any future exploration and/or additional work on the property, that the Company will perform and the additional time needed before a BLM inspector can view the property, this bond has been accounted for as a non-current asset.

6. Due to Related Party

At March 31, 2008, the Company was obligated to a stockholder, for a non-interest bearing demand loan with a balance of \$5,000. Interest has not been imputed, due to its immateriality.

Touchstone Mining Limited
(An Exploration Stage Company)

Notes to Interim Financial Statements
March 31, 2008

7. Going Concern and Liquidity Considerations

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and satisfaction of liabilities in the normal course of business. As at March 31, 2008, the Company had working capital of \$27,825 and an accumulated deficit of \$114,347. The Company intends to fund operations through equity financing arrangements, which may be insufficient to fund its capital expenditures, working capital and other cash requirements for the next twelve months.

The ability of the Company to emerge from the exploration stage is dependent upon, among other things, obtaining additional financing to continue operations, explore and develop the mineral properties and the discovery, development and sale of ore reserves.

In response to these problems, management intends to raise additional funds through public or private placement offerings.

These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

ITEM 2. PLAN OF OPERATION

We were incorporated in the State of Nevada on September 12, 2005. We intended to engage in the acquisition, exploration and development of mineral deposits and reserves, but we have been unsuccessful in this area. The only operations we have engaged in are exploration work on a property in Humboldt County, Nevada. In August 2007, we determined to discontinue our exploration efforts at this property and to look at other ventures of interest. These ventures may involve sales of our debt or equity securities in merger, acquisition or similar transactions.

In its report on our September 30, 2007 audited financial statements, our auditors expressed an opinion that there is substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. We have been in the development stage and have had no revenues since inception. For the period from September 12, 2005 (inception) to March 31, 2008, we have accumulated a deficit of \$114,347. Our continuation as a going concern is dependent on future events, including our ability to raise additional capital and to generate positive cash flows.

At the present time, we have minimal operating costs and expenses due to our limited business activities. Accordingly, absent changed circumstances, we will not be required to raise additional capital over the next twelve months, although we may do so in connection with or in anticipation of possible acquisition transactions. We do not currently engage in any product research and development, other than maintaining a mineral mining claim. We have no present plans to purchase or sell any plant or significant equipment. We also have no present plans to add employees, although we may do so in the future if we engage in any merger or acquisition transactions.

ITEM 3. CONTROLS AND PROCEDURES

(a) *Evaluation of Disclosure Controls and Procedures.* Under the supervision and with the participation of our senior management, consisting of Douglas W. Scheving, our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this report (the "Evaluation Date"). Based on this evaluation, our chief executive officer and chief financial officer concluded as of the Evaluation Date that our disclosure controls and procedures were effective such that the information relating to us required to be disclosed in our Securities and Exchange Commission ("SEC") reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) *Changes in Internal Control over Financial Reporting.* There were no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II - OTHER INFORMATION

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

On February 6, 2008, we sold 138,889 shares of our common stock to one investor at a price of \$0.36 per share, or \$50,000 cash in the aggregate, in a private placement exempt from registration under the federal securities laws pursuant to Section 4(2) of the Securities Act of 1933, as amended. There was no underwriter involved in this transaction and no underwriting discounts or commissions paid in connection with this sale.

ITEM 6. EXHIBITS

(a) Exhibits.

- 31.1/31.2 Rule 13(a)-14(a)/15(d)-14(a) Certification of Principal Executive and Financial Officer
- 32.1/32.2 Rule 1350 Certification of Chief Executive and Financial Officer

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TOUCHSTONE MINING LIMITED

Dated: May 15, 2008

By: /s/ Douglas Scheving
Douglas W. Scheving
President, Chief Executive and
Accounting Officer

18
