

GRYPHON GOLD CORP
Form DEFA14A
August 29, 2012

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

SCHEDULE 14A

**(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. _____)**

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to § 240.14a-12

GRYPHON GOLD CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
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NEWS RELEASE

Gryphon Gold Corporation, 611 N Nevada Street, Carson City, NV 89703

Gryphon Gold Announces Filing of Supplement to Proxy Statement

Provides basis for request to amend Articles of Incorporation to increase authorized capital

CARSON CITY, NV, August 28, 2012 - Gryphon Gold Corporation (the Company or Gryphon Gold) (GGN: TSX; GYPH: OTCBB), a gold exploration, development, and production company currently producing at its Borealis Oxide Heap Leach Project in Nevada (the Borealis Property), announced today it has filed with the Securities and Exchange Commission a supplement to its definitive proxy materials relating to its request to stockholders to authorize an amendment to the Company s Articles of Incorporation to increase the authorized capital of the Company from 250,000,000 shares of common stock to 500,000,000 shares of common stock (Article Amendment).

The Company held its annual meeting of stockholders today where the Board of Directors were elected, an independent registered public accounting firm was appointed and an amendment to the Company s Omnibus incentive plan was ratified. The meeting was adjourned until Tuesday, September 4, 2012 at 5:00 pm PDT to allow for additional voting on the fourth proposal, the Article Amendment.

As noted in its Proxy Statement, currently, if all options, warrants and convertible notes were converted, the Company would have just 3.6 million shares available for future issuance. The Board of Directors strongly recommends shareholders approve the Article Amendment and provides the following to support their position:

- Gryphon Gold requires financial flexibility in order to continue its efforts to expand production and extend the mine life of its Borealis Project. The Company is very diligently managing the inflow of cash from production and the outflows in investments for increasing the production rate. This includes the expansion of the heap leach pad, increased crushing capacity, conveyor systems, increased pumping capacity, and the permitting and acquisition of a second carbon column structure. In addition, the Company will require additional hauling equipment and manpower in order to develop new mine ore for the heap leach pad which is expected to result in measurably improved production. At this point, the Company is financially restricted by production capacity constraints and needs to accelerate its efforts to expand production rates before the winter season.
- The Company is focused on increasing cash generated from production at the Borealis Property. Additional capital may be required to achieve the targeted production rate of 2,000 to 2,500 gold equivalent ounces per month by year end and the Company is evaluating a range of options which may include issuing additional equity.
- In the future as Gryphon achieves its production goals, the Company expects to be in a position to more aggressively advance its exploration efforts on the Borealis Property to include licensing, permitting and bonding requirements and would want to have the flexibility to raise capital for these efforts.

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- The Company believes that approval of the Article Amendment will provide the Company with increased financial flexibility and reduce the risk of the Company not meeting its payment obligations over the coming year.

ABOUT GRYPHON GOLD:

Gryphon Gold produces gold from its Borealis Property, which is located in Nevada's Walker Lane Gold Belt. The Company is expanding its production capacity and advancing the development of the oxide heap leachable gold and silver historically identified that includes both pre-processed and unprocessed ore. Gryphon Gold also plans to further expand and develop the significant sulphide resource available through exploration, metallurgical design and sulphide project permitting and development. The Borealis Property contains unpatented mining claims (including claims leased to the Company's wholly owned subsidiary) of approximately 20 acres each, totaling about 15,020 acres, which has successful past production.

Gryphon Gold routinely posts news and other important information on its website: www.gryphongold.com.

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Safe Harbor Statement

This press release contains forward-looking statements and "forward-looking information" within the meaning of United States and Canadian securities laws, which may include, but are not limited to, statements relating to operating results; expansion of production capacity, development of oxide resources and plans to advance the development of the Borealis Property. Such forward-looking statements and forward-looking information reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions, including risks associated with mining operations, risks associated with the oxide heap, risks associated with exploration, metallurgical design and project permitting and development and the risks and uncertainties outlined under the section headings Forward-Looking Statements and Risks Factors and Uncertainties disclosed in the Company's periodic reports filed with the SEC and Canadian securities administrators and in the Company's other reports, documents, and registration statements filed with the SEC (available at www.sec.gov) and with Canadian securities administrators (available at www.sedar.com). Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. The Company does not undertake to update forward-looking statements or forward-looking information, except as may be required by law. Full financial statements and securities filings are available on the Company's website: www.gryphongold.com and www.sec.gov or www.sedar.com

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