

GOLDEN RIVER RESOURCES CORP.  
Form 10-Q  
July 07, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: March 31, 2015  
or

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

For the transition period from: \_\_\_\_\_ to \_\_\_\_\_

GOLDEN RIVER RESOURCES CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

0-16097  
(Commission  
File Number)

98-0079697  
(I.R.S. Employer  
Identification No.)

Level 8, 580 St Kilda Road Melbourne, Victoria, 3004, Australia  
(Address of Principal Executive Office) (Zip Code)

011 (613) 8532 2860  
(Registrant's telephone number, including area code)

N/A  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).\*

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Yes       No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. There were 56,807,283 outstanding shares of Common Stock as of June 1, 2015.

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes       No

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## PART I – FINANCIAL INFORMATION

### Item 1. Financial Statements.

#### Introduction to Interim Consolidated Financial Statements.

The interim consolidated financial statements included herein have been prepared by Golden River Resources Corporation (“Golden River Resources” or the “Company”) without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the “Commission”). Certain information and footnote disclosure normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. These interim consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended June 30, 2014.

In the opinion of management, all adjustments have been made consisting of normal recurring adjustments and consolidating entries, necessary to present fairly the consolidated financial position of the Company and subsidiaries as of March 31, 2015, the results of its consolidated statements of comprehensive income/(loss) for the three and nine month periods ended March 31, 2015 and March 31, 2014, and its consolidated cash flows for the nine month period ended March 31, 2015 and March 31, 2014. The results of consolidated operations for the interim periods are not necessarily indicative of the results for the full year.

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

#### Foreign Currency Translation

Prior to October 1, 2013, the Company’s functional and reporting currency was the Canadian dollar (CDN). The major asset of Company at September 30, 2013 was a marketable security held in a former consolidated entity. In early October 2013 all shares held in in the former consolidated entity were compulsory acquired by a third party. As a result of the disposal of the investment, the Company’s revenue and expenses are no longer primarily denominated in CDN. ASC 830 Foreign Currency Translation, states that the functional currency of an entity is the currency of the primary economic environment in which the entity operates. Accordingly the Company determined that from October 1, 2013 the functional currency of the Company is the United States dollar (US\$). Assets, liabilities and equity were translated at the rate of exchange at October 1, 2013 of CDN\$1.00 = US\$0.9704. Revenue and expenses were translated at rates at date of transaction. The recasting of the Company’s assets, liabilities, revenue and expense into US dollars did not have a material impact on the consolidated financial statements. Translation gains and losses were not material and accordingly were included as part of operations.

Restatement of comparative numbers was made for the change in functional and reporting currency.

UNLESS OTHERWISE INDICATED, ALL FINANCIAL INFORMATION PRESENTED IS IN UNITED STATES DOLLARS.

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
Consolidated Balance Sheet

	March 31, 2015 US\$000's (Unaudited)	June 30, 2014 US\$000's
<b>ASSETS</b>		
Current Assets		
Cash	22	1
Receivables	13	44
Receivables - affiliates	46	56
Advances receivable	-	131
Prepaid expenses and deposits	-	1
<b>Total Current Assets</b>	<b>81</b>	<b>233</b>
<b>Total Assets</b>	<b>81</b>	<b>233</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Accounts payable and accrued expenses	158	113
<b>Total Current Liabilities</b>	<b>158</b>	<b>113</b>
<b>Total Liabilities</b>	<b>158</b>	<b>113</b>
Stockholders' Equity (Deficit):		
Common Stock: \$.0001 par value 400,000,000 shares authorized 56,807,408 issued and outstanding	5	5
Additional paid-in-capital	41,428	41,428
Less treasury stock at cost, 125 shares	(19 )	(19 )
Retained (deficit)	(41,491 )	(41,294 )
<b>Total Stockholders' Equity (Deficit)</b>	<b>(77 )</b>	<b>120</b>
<b>Total Liabilities and Stockholders' Equity (Deficit)</b>	<b>81</b>	<b>233</b>

The accompanying notes are an integral part of the consolidated financial statements.

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
 Consolidated Statements of Comprehensive Income (Loss)  
 Three and Nine Months Ended March 31, 2015 and 2014  
 (Unaudited)

	Three Months Ended March 31, 2015 US\$000's	Three Months Ended March 31, 2014 US\$000's	Nine Months Ended March 31, 2015 US\$000's	Nine Months Ended March 31, 2014 US\$000's
Revenues	\$ -	\$ -	\$ -	\$ -
Costs and expenses:				
Legal, accounting and professional Administration expenses	9 7	14 18	29 58	52 134
Total costs and expenses	16	32	87	186
Foreign currency exchange (loss)	(98 )	69	(356 )	(40 )
Recovery of/(allowance for) doubtful debt	97	(36 )	246	(745 )
Gain on marketable investment	-	-	-	2
Other income:				
Interest income	-	(1 )	-	-
(Loss) from operations before income taxes	(17 )	-	(197 )	(969 )
Benefit for deferred income taxes	-	-	-	-
Net (loss)	(17 )	-	(197 )	(969 )
Other comprehensive (loss):				
Foreign currency translation adjustments	-	-	-	3
Comprehensive (loss)	(17 )	-	(197 )	(966 )
Basic and diluted net (loss) per common equivalent shares	(0.00 )	(0.00 )	(0.00 )	(0.02 )
Weighted average number of common equivalent shares used per share calculation (000's)	56,807	56,807	56,807	56,807

The accompanying notes are an integral part of the consolidated financial statements.



GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
 Consolidated Statements of Cash Flows  
 Nine Months Ended March 31, 2015 and 2014  
 (Unaudited)

	Nine Months Ended March 31, 2015 US\$000's	Nine Months Ended March 31, 2014 US\$000's
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net (loss)	(197 )	(969 )
Adjustments to reconcile net (loss) to net cash provided by/(used) in operating activities		
Foreign currency exchange loss	356	40
(Gain) on sale/revaluation of marketable investment	-	(2 )
(Recovery of)/allowance for doubtful debt	(246 )	745
Net change net of disposition and acquisition in:		
Receivables	152	11
Prepaid expenses and deposits	1	-
Accounts payable and accrued expenses	45	24
Net Cash Provided by/(Used) in Operating Activities	111	(151 )
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceeds from sale of marketable securities	-	402
Net Cash Provided by Investing Activities	-	402
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Borrowings from affiliates	37	149
Advances and repayments to affiliates	(127 )	(1,038 )
Net Cash (Used) in Financing Activities	(90 )	(889 )
Effects of Exchange Rate on Cash	-	2
Net (Decrease) in Cash	21	(636 )
Cash at Beginning of Period	1	637
Total Cash at End of Period	22	1
Supplemental Disclosures		
Interest Paid	-	-



The accompanying notes are an integral part of the consolidated financial statements.

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
 Consolidated Statements of Stockholders' Equity (Deficit)  
 March 31, 2015  
 (Unaudited)

	Shares 000's	Common Stock Amount US\$000's	Treasury Stock, at Cost US\$000's	Additional Paid-in Capital US\$000's	Retained (Deficit) US\$000's	Total US\$000's
Balance June 30, 2013	56,807	\$5	\$(19 )	\$41,428	\$(40,333 )	\$1,081
Net (loss)	-	-	-	-	\$(961 )	\$(961 )
Balance June 30, 2014	56,807	\$5	\$(19 )	\$41,428	\$(41,294 )	\$120
Net (loss)	-	-	-	-	\$(197 )	\$(197 )
Balance March 31, 2015	56,807	\$5	\$(19 )	\$41,428	\$(41,491 )	\$(77 )

The accompanying notes are an integral part of the consolidated financial statements.

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
Notes to Consolidated Financial Statements  
March 31, 2015

1. Organisation

Golden River Resources Corporation (“Golden River Resources”) is incorporated in the State of Delaware. The principal shareholder of Golden River Resources is Northern Capital Resources Corp (“NCRC”) which owned 96.62% of Golden River Resources as of March 31, 2015.

Golden River Resources was a gold exploration company. On March 17, 2009, the Company announced that it had reached agreement with Acadian Mining Corporation (TSX: ADA) ("Acadian") to subscribe in private placement transactions for common shares in Acadian and since that time, it acquired an interest by June 30, 2011 of 71.48%. Between January 2012 and June 2013 the Company sold a majority of its interest in Acadian and at June 30, 2013, it held a 0.50% interest in Acadian. On September 18, 2013, the Company converted a convertible note of US\$402,000 into 3,500,000 shares in Acadian thus increasing its equity interest in Acadian to 6.53%. On October 11, 2013, Acadian and LionGold Corp. Ltd. ("LionGold") announced that they concluded the arrangement by which LionGold, compulsory acquired all of the common shares of Acadian that it did not already own. As a result, effective October 11, 2013, the Company no longer has an equity interest in Acadian. The Company is now looking for new gold acquisitions interests.

The financial statements presented herein have been prepared on a consolidated basis to include the accounts of Golden River Resources and its other subsidiaries (collectively “the Company”). All intercompany balances and transactions have been eliminated in consolidation.

2. Recent Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. 2014-15, Presentation of Financial Statements – Going Concern (Subtopic 205-40), Disclosure of Uncertainties about an Entities Ability to Continue as a Going Concern (ASU 2014-15). The guidance in ASU 2014-15 sets forth management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern as well as required disclosures. ASU 2014-15 indicates that, when preparing financial statements for interim and annual financial statements, management should evaluate whether conditions or events, in the aggregate, raise substantial doubt about the entity's ability to continue as a going concern for one year from the date the financial statements are issued or are available to be issued. This evaluation should include consideration of conditions and events that are either known or are reasonably knowable at the date the financial statements are issued or are available to be issued, as well as whether it is probable that management's plans to address the substantial doubt will be implemented and, if so, whether it is probable that the plans will alleviate the substantial doubt. ASU 2014-15 is effective for annual periods ending after March 15, 2016, and interim periods and annual periods thereafter. Early application is permitted. The Company will evaluate the going concern considerations in this ASU however at the current period management does not believe that it has met conditions which would subject these financial statements for additional disclosure other than disclosed in Note 4.

In February 2015, the FASB issued ASU No. 2015-02, Consolidation (Topic 810) - Amendments to the Consolidation Analysis (“ASU 2015-02”) which provides guidance for reporting entities that are required to evaluate whether they should consolidate certain legal entities. In accordance with ASU 2015-02, all legal entities are subject to reevaluation under the revised consolidation model. ASU 2015-02 is effective for public business entities for annual periods, and interim periods within those annual periods, beginning after March 15, 2015. Early adoption is permitted. The

Company is still assessing the potential impact of ASU 2015-02 on its financial position and results of operations.

Other Recently Issued, but not Yet Effective Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the significant accounting policy followed in connection with the preparation of the financial statements.

Foreign Currency Translation

Effective October 1, 2013, the Company's functional and reporting currency is the United States dollar. Revenue and expenses incurred in a currency other than the United States dollars are translated at the date incurred or invoiced. Assets and liabilities are re-valued at the period end exchange rate where appropriate. Gains or losses from foreign currency transactions are included in the results of operations.

Prior to October 1, 2013, the Company's functional and reporting currency was the Canadian dollar (CDN). The major asset of Company at March 31, 2013 was a marketable security held in a former consolidated entity. In October 2013 all shares held in in the former consolidated entity were compulsory acquired by a third party. As a result of the disposal of the investment, the Company's revenue and expenses are no longer primarily denominated in Canadian dollars. ASC 830 Foreign Currency Translation, states that the functional currency of an entity is the currency of the primary economic environment in which the entity operates. Accordingly the Company determined that from October 1, 2013 the functional currency of the Company is the United States dollar (US\$). Assets, liabilities and equity were translated at the rate of exchange at October 1, 2013 of CDN\$1.00 = US\$0.9704. Revenues and expenses were translated at rates at date of transaction. The recasting of the Company's assets, liabilities, revenue and expense into US dollars did not have a material impact on the consolidated financial statements. Translation gains and losses were not material and accordingly were included as part of operations.

Restatement of comparative numbers was made for the change in functional and reporting currency.

#### 4. GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. At March 31, 2015, the Company had not yet commenced revenue producing operations and had a retained deficit of US\$41,491,000. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company will require additional funding for operations and this additional funding may be raised through debt or equity offerings. The Company has a debt due from AXIS Consultants Pty Ltd (AXIS) which is nearly fully offset by the allowance for doubtful debt. AXIS provides management services to the Company and the cost of these services reduces the amount of the debt. In addition, the Company has historically relied on loans and advances from corporations affiliated with the President of Golden River Resources and fund raising through the sale of equity instruments. Based on discussions with these affiliate companies, the Company believes this source of funding will continue to be available. Other than the arrangements noted above, the Company has not confirmed any other arrangement for ongoing funding. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

#### 5. Affiliate Transactions

Golden River Resources advances to and receives advances from various affiliates and such advances are denominated in Australian dollars.

The Company has entered into an agreement with AXIS Consultants Pty Ltd ("AXIS") to provide geological, management and administration services to the Company. AXIS is affiliated through common management. The Company is one of nine affiliated companies to which AXIS provides services. Each of the companies has some common Directors, officers and shareholders. Golden River Resources holds a 9.09% interest in AXIS at a cost of A\$1 and is accounted for under the cost method. Any profits generated by AXIS are returned to its shareholders in the form of dividends.

The Company has made advances to AXIS in connection with the ongoing business relationship between the two parties, which have been disclosed in the Company's SEC reports, but which are not specifically provided for in the AXIS Services Agreement. In order to service its clients, AXIS is required to make ongoing expenditures for payroll, facilities and equipment that may exceed the amount of its cash receipts during particular periods, depending on the amount of services provided to its clients and the amount of fees received from such clients during these periods. Historically, the shortfall in its cash receipts has been covered by cash advances from a number of the companies, which receive services from AXIS, including the Company. The purpose of such advances is to assist AXIS in meeting its ongoing cash flow requirements in order to assure that AXIS has the necessary resources to

provide services to the Company on an as needed basis. The parties are in discussions in relation to AXIS providing security to the Company for the amount outstanding and such discussions are anticipated to be concluded by the end of fiscal 2015. However no agreement has been reached to-date. Two of the Company's directors (Mr Gutnick and Dr Tyrwhitt) are also directors of AXIS, Mr Lee is Chief Financial Officer and Company Secretary of AXIS and all owe fiduciary obligations to both parties. It is the intention of the Boards of Directors of AXIS and the Company that this issue be resolved in a manner that is fair to all parties and equitable to the shareholders of each, but there are no agreements or understandings addressing the priority or dispensation of fiduciary duties with respect to the discussions to resolve the amount outstanding owed by AXIS or any other conflict of interest with AXIS or other affiliates.

During the nine months ended March 31, 2015, AXIS repaid Golden River Resources US\$13,000 and the Company advanced AXIS US\$127,000, AXIS provided services in accordance with the service agreement of US\$23,000 and in addition an accrual (which is included in accounts payable and accrued expenses) was recorded for further AXIS services of US\$27,000. For the nine months ended March 31, 2015, the foreign currency translation effect of the amount owing by AXIS was a loss of approximately US\$347,000. The amount owed by AXIS at March 31, 2015 is US\$1,505,000. At March 31, 2015, management considered the recoverability of the amount owed by AXIS and in accordance with the requirements of accounting standards recorded a recovery of US\$246,000 against the provision for doubtful receivable. During the nine months ended March 31, 2015, the Company did not charge interest. At March 31, 2015, the provision for doubtful receivable amounts is US\$1,459,000. The amount owed by AXIS (net of allowance) at March 31, 2015 under current assets – receivables from affiliates was US\$46,000.

During the nine months ended March 31, 2014, AXIS repaid the Company US\$49,000 and provided services in accordance with the service agreement of US\$104,000 and the Company advanced AXIS US\$1,038,000, before foreign currency translation of approximately US\$32,000. The amount owed by AXIS at March 31, 2014 was US\$1,791,000. At March 31, 2014, management considered the recoverability of the amount owed by AXIS and in accordance with the requirements of accounting standards provided a provision for doubtful receivable. For the nine months ended March 31, 2014, the Company recorded an additional provision of US\$745,000.

During fiscal 2010, the Company sold shares of common stock to NCRC, a Nevada corporation, pursuant to certain subscription agreements. Mr Joseph Gutnick, the Company's President, is the Chairman and Chief Executive Officer of NCRC. In addition, Legend International Holdings, Inc., of which Mr. Gutnick is the Chairman and Chief Executive Officer and a principal stockholder, owns 31.46% of NCRC. As of March 31, 2015, NCRC owned approximately 96.6% of the outstanding common stock of the Company.

During fiscal 2013, the Company advanced NCRC US\$1,189,000 and after foreign exchange adjustments US\$1,158,000 is the amount owed by NCRC at March 31, 2015. Management had previously considered the recoverability of the amount owed by NCRC and in accordance with the requirements of accounting standards provided a provision for doubtful receivable for the full amount.

During fiscal 2013, Golden River advanced Acadian US\$141,000 in funds for operating expenditures and incurred expenditures on behalf of Acadian of US\$2,000. On September 25, 2014 the amount outstanding was repaid in full.

#### 6. Issue of Options under Stock Option Plan

In October 2004, the Board of Directors and Remuneration Committee of the Company adopted a Stock Option Plan. The Company issued 605,000 options under the plan. At March 31, 2015, the options are fully vested.

Since the issue of the options, 200,000 options have lapsed following the termination of participants to the issue.

A summary of the options outstanding and exercisable at March 31, 2015 are as follows:

	Outstanding	Exercisable
Number of options	405,000	405,000
Exercise price	US\$3.08	US\$3.08
Expiration date	October 15, 2016	October 15, 2016

#### 7. (Loss) per share

The Company calculates (loss) per share in accordance with ASC Topic 260, Earnings per Share. Basic profit/(loss) per share is computed based on the weighted average number of common shares outstanding during the period.

Options to acquire 405,000 shares of common stock were not included in the diluted weighted average shares outstanding as such effects would be anti-dilutive.

#### 8. Fair Value Of Financial Instruments

The Company's financial instruments consist of cash, receivables, accounts payable and accrued expenses and advances due from affiliates. The carrying amounts of receivables, accounts payable and accrued expenses, advances receivable approximate their respective fair values because of the short maturities of these accounts. The fair values of

advances due from affiliates are not practicable to estimate as no similar market exists for these instruments and as it does not have a specified date of repayment.

9. Investments In and Receivable from Acadian

On October 11, 2013 Acadian and LionGold announced that they concluded the arrangement by which LionGold, through its wholly-owned subsidiary LionGold Mining Canada Inc. (formerly 9286-0930 Québec Inc.) compulsory acquired all of the common shares of Acadian ("Acadian Shares") that it did not already own (the "Arrangement"). Effective from that date, LionGold directly or indirectly owns 100% of the outstanding shares of Acadian. Under the Arrangement, Acadian shareholders (other than LionGold and its affiliates) received CDN\$0.12 in cash for each Acadian Share. On October 17, 2013 the Company received US\$402,000 for 3,509,998 shares it held in Acadian. The balance of the funds of US\$28,000 (after currency translation) was received in March 2015.



## 10. Income Taxes

The Company recognises deferred tax assets or liabilities for the expected future consequences attributable to differences between the financial statement carrying amount of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

The Company is subject to taxation in both the USA and Canada.

The Company's net deferred taxes at March 31, 2015 is summarized as follows:

	USA 2015 US\$000s	Canada 2015 US\$000s	Total 2015 US\$000s
Deferred tax assets			
Net operating loss carry-forward	2,471	120	2,591
Exploration expenditure	526	2,796	3,322
	2,997	2,916	5,913
Less valuation allowance	(2,997 )	(2,916 )	(5,913 )
	-	-	-

The Company's net deferred taxes at June 30, 2014 is summarized as follows:

	USA 2014 US\$000s	Canada 2014 US\$000s	Total 2014 US\$000s
Deferred tax assets			
Net operating loss carry-forward	2,442	130	2,571
Exploration expenditure	526	3,040	3,567
	2,968	3,170	6,138
Less valuation allowance	(2,968 )	(3,170 )	(6,138 )
	-	-	-

Total available net operating loss carryforwards in the United States, which are subject to limitations, amount to approximately US\$7,000,000 at March 31, 2015 and expire in years 2023 through 2034. Net operating loss carryforwards in Canada do not have a definite expiration date and amounted to US\$8,000,000 subject to certain limitations.

The Company's tax years for all years since fiscal year ending June 30, 2011 remain open to most taxing authorities.

## 11. Subsequent Events

The Company has evaluated events and transactions after the balance sheet date and, through the date the consolidated financial statements were issued and believes that all relevant disclosures have been included herein and there are no other events which require recognition or disclosure in the accompanying consolidated financial statements, other than disclosed herein.



Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

FUND COSTS CONVERSION

The consolidated statements of operations and other financial and operating data contained elsewhere here in and the consolidated balance sheets and financial results have been reflected in United States dollars unless otherwise stated.

The following table shows the average rate of exchange of the United States dollar as compared to the Canadian dollar and Australian dollar during the periods indicated:

9 months ended March 31, 2014	US\$1.00 = A\$1.0812
9 months ended March 31, 2015	US\$1.00 = A\$1.3004
9 months ended March 31, 2014	US\$1.00 = CDN \$1.1061
9 months ended March 31, 2015	US\$1.00 = CDN \$1.2644

The Company's financial statements are prepared in United States dollars (US\$). A number of the costs and expenses of the Company are incurred in Canadian and Australian dollars and the conversion of these costs to US\$ means that the comparison of the nine months ended March 31, 2015 to the nine months ended March 31, 2014 does not always present a true comparison.

GENERAL

Golden River Resources was a gold exploration company focusing its activities in Canada through its investment in Acadian. During fiscal 2013, we sold our controlling interest in Acadian. As a result, Golden River de-consolidated the operations of Acadian. Accordingly, the management discussion and analysis relates to the activities of Golden River only and does not include a discussion of Acadian activities unless otherwise stated.

As set out in notes to consolidated financial statements – affiliate transactions, the Company is managed by AXIS. Certain costs and expenses are incurred by the Company and certain costs and expenses are incurred by AXIS on behalf of the Company and billed to the Company by AXIS. The discussion in the next paragraphs relates to costs and expenses of the Company, incurred by both the Company; and by AXIS that are billed or to be billed to the Company.

RESULTS OF OPERATIONS

Three Months Ended March 31, 2015 vs. Three Months Ended March 31, 2014.

Costs and expenses decreased from US\$32,000 in the three months ended March 31, 2014 to US\$16,000 in the three months ended March 31, 2015.

The decrease in costs and expenses is a net result of:

- a) a decrease in legal, accounting and professional expense from US\$14,000 for the three months ended March 31, 2014 to US\$9,000 for the three months ended March 31, 2015. The expenses for the three months ended March 31, 2015 and 2014 consisted of costs associated with professional services in relation to financial statements, the quarterly Form 10-Qs.
- b) a decrease in administrative costs including salaries from US\$18,000 in the three months ended March 31, 2014 to US\$7,000 in the three months ended March 31, 2015. The decrease relates to lower head office salaries, office costs and statutory filing costs for the three months ended March 31, 2015. Included within the administrative

expenses for the three months ended March 31, 2015 of US\$7,000 (2014: US\$18,000) is an amount of US\$7,000 (2014: US\$21,000) billed and accrued for services provided to us by AXIS services in accordance with the service agreement. For the three months ending March 31, 2014 the Company recorded a franchise tax adjustment of US\$(2,000) and there is no equivalent for the three months ending March 31, 2015.

The Company recorded a foreign currency exchange loss of US\$98,000 for the three months ended March 31, 2015 and a gain of US\$69,000 for the three months ended March 31, 2014, as a result of the movement in the Australian and Canadian dollar versus the United States dollar.

At March 31, 2015, management considered the recoverability of the amount owed by AXIS and in accordance with the requirements of accounting standards provided a provision for doubtful receivable. For the three months ended March 31, 2015 the Company recorded an adjustment to the provision of US\$(97,000) (2014: US\$36,000).

The net loss for the three months ended March 31, 2015 was US\$17,000 compared to US\$nil for the three months ended March 31, 2014.

Nine Months Ended March 31, 2015 vs. Nine Months Ended March 31, 2014.

Costs and expenses decreased from US\$186,000 in the nine months ended March 31, 2014 to US\$87,000 in the nine months ended March 31, 2015.

The decrease in costs and expenses is a net result of:

- a) a decrease in legal, accounting and professional expense from US\$52,000 for the nine months ended March 31, 2014 to US\$29,000 for the nine months ended March 31, 2015. The expenses for the nine months ended March 31, 2015 AND 2014 consisted of costs associated with the Company's SEC compliance obligations.
- b) a decrease in administrative costs including salaries from US\$134,000 in the nine months ended March 31, 2014 to US\$58,000 in the nine months ended March 31, 2015. The decrease relates to lower head office salaries, office costs and statutory filing costs for the nine months ended March 31, 2015. Included within the administrative expenses for the nine months ended March 31, 2015 of US\$58,000 (2014: US\$134,000) is an amount of US\$51,000 (2014: US\$104,000) billed and accrued for services provided to us by AXIS in accordance with the service agreement.

The Company recorded a foreign currency exchange loss of US\$356,000 for the nine months ended March 31, 2015 and US\$40,000 for the nine months ended March 31, 2014, as a result of the movement in the Australian and Canadian dollar versus the United States dollar.

At March 31, 2015, management considered the recoverability of the amount owed by AXIS and in accordance with the requirements of accounting standards provided a provision for doubtful receivable. For the nine months ended March 31, 2015 the Company recorded an adjustment to the provision of US\$(246,000) (nine months ended March 31, 2014: US\$745,000).

In October 2013, the Company sold a further 3,509,998 shares in Acadian at price of US\$0.12 (CDN\$0.12) for US\$402,000, and reviewed the carrying amount of its investment in Acadian and recorded a foreign exchange loss on sale of marketable investment and impairment charge of US\$2,000 for the nine months ended March 31, 2014. There was no such transaction for the nine months ended March 31, 2015

The net loss amounted to US\$197,000 for the nine months ended March 31, 2015 compared to net loss of US\$969,000 for the nine months ended March 31, 2014.

#### Liquidity and Capital Resources

For the nine months ended March 31, 2015, net cash provided by operating activities was US\$111,000 consisting primarily of the net loss of US\$197,000 offset by a foreign exchange loss of US\$356,000; a recovery on the allowance for doubtful debt of (US\$246,000); decrease in receivables of US\$152,000 and an increase in accounts payable and accruals of US\$45,000.

As at March 31, 2015, the Company had short-term obligations of US\$158,000 being accounts payable and accrued expenses.

We have US\$22,000 in cash at March 31, 2015.

During the nine months ended March 31, 2015, AXIS repaid Golden River Resources US\$13,000 and the Company advanced AXIS US\$127,000, AXIS provided services in accordance with the service agreement of US\$23,000 and in addition an accrual (which is included in accounts payable and accrued expenses) was recorded for further AXIS services of US\$27,000. At March 31, 2015, management considered the recoverability of the amount owed by AXIS and in accordance with the requirements of accounting standards recorded a recovery of US\$246,000 against the provision for doubtful receivable.

The Company has net advances receivable due from affiliated entities for approximately US\$2,663,000 at March 31, 2015, of which is US\$2,617,000 is fully allowed for.

Our budget for general and administration costs for fiscal 2015 is US\$250,000. We are searching for new business opportunities and are not planning any exploration related activities in the short term.

The Company has historically funded its activities from funds provided by capital raising through the issuance of its shares and advances from affiliated entities. We are currently investigating further capital raising opportunities which may be in the form of either equity or debt, to provide funding for working capital purposes and future exploration programs. There can be no assurance that such capital raising will be successful, or that even if an offer of financing was received by the Company, it is on terms acceptable to the Company.

Cautionary Safe Harbor Statement under the United States Private Securities Litigation Reform Act of 1995.

Certain information contained in this Form 10-Q's forward looking information within the meaning of the Private Securities Litigation Act of 1995 (the "Act") which become law in March 1995. In order to obtain the benefits of the "safe harbor" provisions of the act for any such forwarding looking statements, the Company wishes to caution investors and prospective investors about significant factors which among others have affected the Company's actual results and are in the future likely to affect the Company's actual results and cause them to differ materially from those expressed in any such forward looking statements. This Form 10-Q report contains forward looking statements relating to future financial results. Actual results may differ as a result of factors over which the Company has no control including, without limitation, the risks of exploration and development stage projects, political risks of development in foreign countries, risks associated with environmental and other regulatory matters, mining risks and competition and the volatility of gold and copper prices, movements in the foreign exchange rate and the availability of additional financing for the Company. Investors are cautioned not to put undue reliance on forward-looking statements. We disclaim any intent or obligation to update publicly these forward-looking statements, whether as a result of new information, future events or otherwise. Additional information which could affect the Company's financial results is included in the Company's Form 10-K on file with the Securities and Exchange Commission.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The Company reports in US\$ and holds cash denominated in A\$ dollars. At March 31, 2015, this amounted to US\$22,000 (A\$29,000). A change in the exchange rate between the A\$ and the US\$ will have an effect on the amounts reported in the Company's consolidated financial statements, and create a foreign exchange gain or loss. A movement of 1% in the A\$ versus the US\$ exchange rate will have a US\$220 effect on the consolidated balance sheet and statement of comprehensive loss.

At March 31, 2015, the Company has a receivable from AXIS before provision for doubtful receivable of US\$1,459,000 (A\$1,897,000). As the receivable is in A\$ dollars, a change in the exchange rate between the A\$ and the US\$ will have an effect on the amounts reported in the Company's consolidated financial statements, and create a foreign exchange gain or loss. A movement of 1% in the A\$ versus the US\$ exchange rate will have a US\$15,000 effect on the consolidated balance sheet and statement of comprehensive loss.

Item 4. Controls and Procedures.

(a) Disclosure Controls and Procedures

Our principal executive officer and our principal financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 as amended) as of the end of the period covered by this report. Based on that evaluation, such principal executive officer and principal financial officer concluded that, the Company's disclosure controls and procedures were effective as of the end of the period covered by this report at the reasonable level of assurance.

(b) Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the second quarter of fiscal that materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

(c) Other

We believe that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Therefore, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Our disclosure controls and procedures are designed to provide such reasonable assurance of achieving our desired control objectives, and our principal executive officer and principal financial officer have concluded, as of March 31, 2015, that our disclosure controls and procedures were effective in achieving that level of reasonable assurance.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

Not Applicable

Item 1A. Risk Factors.

Not Applicable for Smaller Reporting Company

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Not Applicable

Item 3. Defaults Upon Senior Securities.

Not Applicable

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information.

Not Applicable

Item 6. Exhibits.

(a)	Exhibit No.	Description
	31.1	Certification of Chief Executive Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act
	31.2	Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act
	32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley act of 2002
	32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley act of 2002
	101	The following materials from the Golden River Resources Corporation Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Operations, (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Cash Flows and (iv) related notes.



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#101.SCH	XBRL Taxonomy Extension Schema Document.
#101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
#101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
#101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
#101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.

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# Filed herewith. In accordance with Rule 406T of Regulation S-T, these interactive data files are deemed “not filed” for purposes of section 18 of the Exchange Act, and otherwise are not subject to liability under that section.

(FORM 10-Q)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Golden River Resources Corporation

By: s/s JI Gutnick  
Joseph I. Gutnick  
Chairman of the Board, President and  
Chief Executive Officer  
(Principal Executive Officer)

By: s/s PJ Lee  
Peter Lee  
Director, Secretary and  
Chief Financial Officer  
(Principal Financial Officer)

Dated: June 24, 2015

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