JOSHUA GOLD RESOURCES INC
Form 10-Q
May 20, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

x QUARTERLY REPORT UNDER SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2013

¨ TRANSITION REPORT UNDER SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______________ to ______________

Commission File Number: 000-53809

JOSHUA GOLD RESOURCES INC.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation or organization)	27-0531073 (I.R.S. Employer Identification No.)

2368 Lakeshore Rd. W, Suite 300, Oakville, Ontario, Canada L6L 1H5

(Address of principal executive offices)

(877) 354-9991

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 x No ¨

Indicated by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).Yes x No ¨

Check whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	¨	Accelerated Filer	¨
Non-accelerated Filer	¨	Smaller Reporting Company	x

Check whether the issuer is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of May 20, 2013, there were 79,138,896 shares of common stock, par value $0.0001, issued and outstanding

JOSHUA GOLD RESOURCES INC.

FORM 10-Q

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PART I---FINANCIAL INFORMATION

Item 1. Financial Statements.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Balance Sheets

As Of

	March 31, 2013 (Unaudited)	December 31, 2012 (Audited)
ASSETS		
Current Assets		
Cash	$ 55,435	$ 11,091
Sales tax receivable	20,691	18,643
Notes receivable	11,250	11,250
Total Current Assets	87,376	40,984
Other Assets		
Equipment	4,806	5,143
Mineral properties	2,583,166	2,321,000
Total Other Assets	2,587,972	2,326,143
Total Assets	$2,675,348	$2,367,127
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	$ 247,122	$261,855
Dividends payable	62,400	62,400
Advances from stockholders	388,182	291,130
Due on mineral properties acquisition current portion	609,000	634,000
Total Current Liabilities	1,306,704	1,249,385
Long Term Liabilities		
Due on mineral properties acquisition	900,000	900,000
Total Long Term Liabilities	900,000	900,000
Total Liabilities	2,206,704	2,149,385
Stockholders' Equity		
Preferred stock, $0.0001 par value; 100,000,000 shares authorized; 240,000 shares issued and outstanding (December 31, 2012 240,000)	24	24
	7,901	7,555

Common stock, $0.0001 par value; 400,000,000 shares authorized; 79,010,008 shares issued and outstanding (December 31, 2012 75,552,988)		
Additional paid-in capital	4,058,813	3,013,477
Stock to be issued	1,337,821	2,046,455
Deferred stock-based compensation	(885,276)	(1,217,254)
Subscriptions receivable	(25,000)	(195,000)
Accumulated other comprehensive loss	(3,647)	(3,647)
Deficit accumulated during the development stage	(4,021,992)	(3,433,868)
Total Stockholders' Equity	468,644	217,742
Total Liabilities and Stockholders' Equity	$ 2,675,348	$2,367,127

See accompanying notes to the financial statements.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Statements of Operations and Comprehensive Loss

(Unaudited)

	Three Months Ended March 31, 2013	**Three Months Ended March 31, 2012**	**Period from Inception (July 10, 2009) to March 31, 2013**
OPERATING EXPENSES			
	$	$	$
Consulting fees	316,707	87,216	1,520,504
Management fees	189,989	29,368	1,027,723
Professional fees	9,073	57,371	301,738
General and administrative	37,360	20,800	236,051
Exploration	27,108	79,338	250,880
Interest	7,551	4,616	51,197
Depreciation	336	336	16,902
Loss on disposal of mineral properties	-	-	112,686
TOTAL OPERATING EXPENSES	588,124	279,045	3,517,681
LOSS FROM CONTINUING OPERATIONS	(588,124)	(279,045)	(3,517,681)
Loss from discontinued operations	-	-	(441,486)
	$		
NET LOSS	(588,124)	(279,045)	(3,959,167)
OTHER COMPREHENSIVE INCOME			
Foreign currency translation	-	(28,580)	(3,647)
COMPREHENSIVE LOSS	(588,124)	(307,625)	(3,962,814)
LOSS PER WEIGHTED NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED			
	$	$	
Continuing operations	(0.01)	(0.00)	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED	78,775,868	94,016,853	

See accompanying notes to the financial statements.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Statements of Cash Flows

(Unaudited)

	Three Months ended March 31, 2013	Three Months ended March 31, 2012	Period from Inception (July 10, 2009) to March 31, 2013
CASH FLOWS FOR CONTINUING OPERATIONS OPERATING ACTIVITIES			
	$	$	$
Loss from continuing operations	(588,124)	(279,045)	(3,517,681)
Adjustments for non-cash items:			
Depreciation	336	336	16,902
Accrued interest	7,551	4,615	51,197
Loss on disposal of mineral properties	-	-	112,686
Stock-based compensation	450,070	26,280	2,096,905
Impairment of notes receivable	-	-	-
Adjustments for changes in working capital:			
Sales taxes receivable	(2,048)	(10,505)	(20,691)
Accounts payable and accrued liabilities	(14,733)	9,281	247,122
NET CASH USED IN OPERATING ACTIVITIES FROM CONTINUING OPERATIONS	(146,948)	(249,038)	(1,013,560)
FINANCING ACTIVITIES			
Notes receivable	-	-	(11,250)
Due on mineral properties acquisition	(25,000)	-	(52,663)
Advances from stockholders	89,500	51,428	301,899
Proceeds on issuance of capital stock	248,575	207,518	1,292,891
NET CASH PROVIDED BY FINANCING ACTIVITIES FROM CONTINUING OPERATIONS	313,075	258,946	1,530,877
INVESTING ACTIVITIES			
Acquisition of mineral properties	(138,166)	(17,544)	(381,416)
Acquisition of equipment	-	-	(6,622)
NET CASH USED IN INVESTING ACTIVITIES FROM CONTINUING OPERATIONS	(138,166)	(17,544)	(388,038)
NET INCREASE (DECREASE) IN CASH FROM CONTINUING OPERATIONS	27,961	(7,636)	129,279
CASH FLOWS FOR DISCONTINUED OPERATIONS OPERATING ACTIVITIES			

Loss from discontinued operations	-	-	(441,486)
Adjustments for non-cash items:			
Stock-based compensation	-	-	270,859
Interest accrued on the long term loan for discontinued operations	-	-	1,213
Adjustments for changes in working capital:			
Accounts receivable from discontinued operations	-	-	-
Liabilities from discontinued operations	-	-	4,454
NET CASH USED IN OPERATING ACTIVITIES FROM DISCONTINUED OPERATIONS	-		(164,960)
NET DECREASE IN CASH FROM DISCONTINUED OPERATIONS	-		(164,960)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	16,383	(705)	91,116
NET INCREASE (DECREASE) IN CASH	44,344	(8,341)	55,435
CASH, BEGINNING OF PERIOD	11,091	24,786	-
CASH, END OF PERIOD	$ 55,435	$ 16,255	$ 55,435
SUPPLLEMENTARY CASH FLOW INFORMATION			
Income taxes paid	$ -	$ -	
Interest paid	$ -	$ -	
Stock issuances to acquire mineral properties	$ 124,000		

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Financial Statements

For the Period Inception (July 10, 2009) to March 31, 2013

(Unaudited)

1. Nature of Operations and Basis of Presentation

Joshua Gold Resources Inc. (referred to herein as Joshua , or the Company) was incorporated on July 10, 2009 in the State of Nevada.

The Company operates as a mineral exploration business headquartered in Oakville, Ontario, Canada. Its principal business activity is the acquisition, exploration and development of mineral property interests in Canada. The Company is considered to be in the exploration stage and substantially all of the Company s efforts are devoted to financing and developing these property interests.

The Company has the rights to five mineral properties, the Kenty Property in Ontario Canada, the Garrett Property in Ontario, Canada, and the Elijah Property in Shining Tree Ontario, Canada, The Mortimer Property in Ontario, Canada and the Coppell Property in Ontario, Canada, as defined in note 3. There has been no determination whether the Company s interests in unproven mineral properties contain mineral reserves, which are economically recoverable.

The Company s financial statements are expressed in United States dollars.

2. Going Concern

The financial statements have been prepared on a going concern basis. The going concern basis of presentation assumes that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operation.

The Company has incurred a net loss of $588,124 for the three months ended March 31, 2013, and a working capital deficit of $1,219,328. As an exploration stage entity, the Company has not yet commenced its mining operations and accordingly does not have any revenue. This casts doubt on the Company s ability to continue as a going concern unless it can begin to generate net profit and raise adequate financing.

The Company has been seeking additional debt or equity financing to support its operations until it becomes cash flow positive. There can be no assurances that action and plan such as above will be sufficient for the Company to continue operating as a going concern.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts classified as liabilities that might be necessary should the Company be unable to continue in existence. These adjustments could be material.

3. Mineral Properties

Mineral Properties		
Garrett Property acquisition (a)		200,000
Elijah Property acquisition (b)		145,000
Kenty Property acquisition (c)		1,976,000
Balance at December 31, 2012	**$**	**2,321,000**
Mortimer Property acquisition (d)		234,166
Coppell Property acquisition (e)		28,000
Balance at March 31, 2013	**$**	**2,583,166**

(a) Garrett Property

On June 25, 2011 the Company entered into a mineral property acquisition agreement with Firelake Resources Inc. whereby it acquired certain mineral interests in the Garrett Property. Consideration for the mineral interests is as follows:

1.

Cash consideration of $50,000 to be paid in two equal installments of $25,000 on January 31, 2012 and January 31, 2013.

2.

Equity consideration of 2,000,000 shares of common stock to be issued on or before January 31, 2012

3.

Royalty of 2% of all net smelter returns upon commencement of commercial production at the property.

As of March 31, 2013, the Company paid $6,000 of the balance due on the Garrett Property.

The Garrett Property is 8,900 acres in area and is located north of the City of Sudbury, in Ontario, Canada. The Company s interest in the property consists of 157 mineral claim units staked by a prospector. Mining cannot take place until the claims are brought to lease. In order to keep the claims in good standing, the Company is required to perform $30,000 of exploration work before October 2013 and $32,800 of exploration work before November 2013.

(b) Elijah Property

On February 13, 2012, the Company finalized a mineral property acquisition agreement with Shining Tree Resources Corp. (Shining Tree), under which the Company would acquire a 50% interest in the Elijah Property in the townships of Churchill and Asquith in the Province of Ontario, Canada. In exchange for the interest in the property, the Company will:

1.

Pay cash consideration of $50,000 according to an installment schedule between February and July 2012;

2.

Issue 333,333 shares of common stock to Shining Tree; and

3.

Complete exploration expenditures having a value of $200,000 on the conveyed property before February 10, 2014. Upon completion of payment for the conveyed property in the aggregate amount of $50,000 and of exploration expenditures on the conveyed property, Shining Tree will issue to the Company 1,000,000 common shares of Shining Tree common stock, on or before July 30, 2012.

As of March 31, 2013, the Company paid $10,000 of the balance due on the Elijah Property and the 333,333 common shares have yet to be issued.

The Elijah Property consists of four unpatented mining claims (38 units - approximately 1,520 acres) in Asquith and Churchill Townships, Larder Lake Mining District, Ontario, Canada. The property lies approximately 3 kilometers northeast of the hamlet of Shining Tree.

(c) Kenty Property

On October 4, 2012, the Company entered into a mineral property acquisition agreement with Brian McClay, pursuant to which McClay agreed to sell to the Company a 100% interest in certain mineral interests found on the Kenty Property located in the Townships of Swayze and Dore, Ontario, Canada.

As consideration for the sale of the McClay conveyed property, the Company agreed to pay:

1.

Cash consideration of $1,500,000 to be paid according to an installment schedule between October 4, 2012 and April 4, 2015;

2.

Equity consideration of 1,700,000 shares of common stock to be issued according to an installment schedule between October 4, 2012 and April 4, 2015; and

3.

Royalty of 3% of all net smelter returns upon commencement of commercial production of the property.

In addition, the Company has also agreed to the following conditional payments in respect of its purchase of the property:

4.

Upon completion of a NI 43-101 compliant report with indicated reserves of 1,000,000 troy ounces of gold on the property, the Company shall pay $1,000,000 to McClay.

5.

Upon production of 1,000,000 troy ounces of gold property, the Company shall pay $1,000,000 to McClay.

6.

Upon production of 3,000,000 troy ounces of gold property, the Company shall pay $2,000,000 to McClay.

7.

Upon production of 5,000,000 troy ounces of gold property, the Company shall pay $2,000,000 to McClay.

8.

Company shall have the option of early buyout within one year of execution for a cash payment of $750,000 and 750,000 common shares of Company.

The Kenty Property consists of a contiguous block of 16 patented mining claims. The patent mining claims making up the Kenty Gold Property require payment of annual taxes. However, there is no expiration date nor is there a work requirement in order to maintain these claims in good standing.

(d) Mortimer Property

On February 11, 2013, the Company entered into a mineral property acquisition agreement with Red Pine Exploration Inc., under which the Company acquired a 100% interest in certain mineral interests found contiguous to the Kenty Property (the Mortimer Claims). The area of the Kenty Property Mortimer Claims is approximately 35,859 acres or approximately 14,512 hectares and consists of 907 mining claim units. As consideration for the sale of the Mortimer Claims, the Company agreed to:

1.

Payment of $25,000 in cash on the closing date and a further $100,000 on March 15, 2013;

2.

Issuance of 250,000 shares of common stock on March 15, 2013, with an implied value of $100,000, and subject to a top-up provision for issuance of additional shares if the market value is below the implied value on July 15, 2013;

3.

A 3% net smelter returns royalty payable to Red Pine Explorations Inc.; and

4.

A 2% net smelter returns royalty payable to Charlie Mortimer.

As of March 31, 2013 the $100,000 due on March 15, 2013 has not been made.

(e) Coppell Property

On January 17, 2013, the Company entered into a mineral property acquisition agreement with Shelly Moretti, Jacques Robert and Michael Tremblay, under which the Company acquired a 100% interest in certain mineral interests in Coppell Township. As consideration for the sale of the Claims, the Company agreed to:

1.

Payment of $4,000 in cash on the closing date; and

2.

Issuance of 80,000 shares of common stock on or before February 4, 2013, with an implied value of $24,000.

4. Advances From Stockholders

The Company has advances from stockholders due to various individuals and corporations who are not related parties. These amounts are unsecured, interest-bearing at 12% per annum, and are due on demand.

5. Due On Mineral Properties Acquisition

The Company is required to make certain payments in respect of its 2011 acquisition of the Garrett Property, its 2012 acquisitions of the Elijah Property and the Kenty Property and its 2013 acquisitions of the Mortimer Property and the Coppell Property. These payments are due to Firelake Resources Inc., Shining Tree Resources Corp., Brian McClay, Red Pine Exploration Inc. and Shelly Moretti, Jacques Robert and Michael Tremblay (collectively), respectively, the companies and individuals from which the properties were acquired. The amounts due are unsecured, non-interest bearing, and are due as follows:

2013 (nine months)	$ 609,000
2014	600,000
2015	300,000
Total	$ 1,509,000

As of March 31, 2013, the Company is in arrears on its payments by $184,000. This amount has been included above in the installments due for 2013.

6. Capital Stock

a) Common Stock

For the quarter ended March 31, 2013, the Company issued 311,111 shares of common stock pursuant to private placement transactions at a price of $0.30 per share and for total cash proceeds of $78,575. Of these issued shares 83,333 were flow-through Common shares. The issuance of flow-through shares requires the renunciation of Canadian Exploration Expenditures (CEE) in the same tax year and in an amount of equal value to the shares issued for the benefit of those shareholders that purchased those flow-through shares. In accordance with the Income Tax Act (Canada), the Company must incur CEE in the year of renunciation or in the subsequent year. Part XII.6 tax is calculated monthly on any unspent balance in the subsequent year beginning January 1, 2013. Under the terms of the Company s flow-through shares agreements, the Company is required to spend and renounce expenditures for exploration that are qualifying CEE, as defined by the Income Tax Act (Canada) in the next calendar year.

For the quarter ended March 31, 2013, the Company issued 450,000 shares of common stock in partial settlement of its obligations for acquisitions of mineral properties.

For the quarter ended March 31, 2013, the Company issued 2,695,909 shares of common stock to directors, consultants, and employees of the Company as signing bonuses and for services rendered. Of the shares issued, 613,529 shares are for services rendered in the current quarter and 2,576,825 shares are to settle shares to be issued as of December 31, 2012. These transactions have been recorded as stock-based compensation having a total value of $450,070.

b) Stock To Be Issued

On February 7, 2012, the Company entered into an agreement to issue 333,333 shares of common stock to Shining Tree Resources Corp. in connection with its acquisition of the mineral rights to the Elijah Property. As of December 31, 2012 and March 31, 2013, these shares had not yet been issued and are reported as stock to be issued for $95,000.

On December 25, 2012, the Company entered into an agreement to issue 1,700,000 shares of common stock to Bryan McClay in connection with its acquisition of the mineral rights to the Kenty Property. As of December 31, 2012, the shares had not yet been issued, and accordingly the Company recorded stock to be issued for $476,000. For the quarter ended March 31, 2013, the Company issued 200,000 shares of common stock in relation to this obligation and as of March 31, 2013, 1,500,000 shares with a value of $420,000 remained due to be issued.

As of March 31, 2013, the Company was obligated to issue 2,213,189 shares of common stock (December 31, 2012 4,975,218 shares) to directors and employees for current and future services.

As of March 31, 2013 and December 31, 2012, the Company was obligated to issue 44,444 shares of common stock in connection with a private placement. The Company has recorded stock to be issued of $10,000 in respect of this obligation.

c) Preferred Stock

The Company has authorized Class A preferred stock available to be issued for $1.00 per share, are non-participating and non-voting and accrue cumulative dividends at the rate of 10% per annum. The Company may retract the stock at any time upon the payment of $1.00 per share plus any unpaid dividends. In the event of any wind-up of the Company, the Class A preferred stock has a priority distribution of $1.00 per share plus any unpaid dividends before any distribution to the common stockholders.

On June 4, 2010 the Company issued 240,000 shares of Class A preferred stock to directors and advisors in exchange for services rendered. Stock-based compensation of $230,952 was recorded in respect of this issuance and has been classified as consulting fees on the statement of operations.

d) Dividends

No dividends were declared in the three months ended March 31, 2013 and 2012.

e) Warrants

The below table summarizes the Company s activity with respect to warrants:

	Number of Warrants	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term
Balance December 31, 2011	3,723,397	-	-
Granted	2,002,580	0.446	0.727
Expired	(3,723,397)	0.387	-
Cancelled	-	-	-
Exercised	-	-	-
Balance December 31, 2012	2,002,580	$ 0.446	0.727
Granted	266,667	0.50	0.727
Expired	-	-	-
Cancelled	-	-	-
Exercised	-	-	-
Balance March 31, 2013	2,269,247	$ 0.50	0.727

During the three months ended March 31, 2013, the Company issued 266,667 warrants in connection with its private placements of common stock. Each warrant entitles the holder to purchase one share of common stock of the Company at exercise prices ranging from $0.30 to $0.60 per share for a term of one year from the issue date.

The warrants described above were not included in the calculation of loss per share as they would have been antidilutive.

f) Stock-Based Compensation

The Company incurred stock-based compensation expense in connection with its compensation agreements for its directors, management, and employees. Under these agreements, common stock may be issued as a signing bonus or at certain benchmark dates within an individual s period of service. Stock-based compensation is calculated as the fair value of the stock issued or to be issued to an individual and is recorded at the time the stock becomes owing to the individual. Stock issued to a director, manager, or employee is deferred in the event that their contract requires the individual to remain employed with the Company for a specified time period after issuance. For the three months ended March 31, 2013, the Company issued 2,576,825 shares of common stock and a further 323,110 shares became issuable in the year in connection with stock-based compensation arrangements. These shares were valued at amounts ranging from $0.28 to $0.30 per share and resulted in management fees expenses of $165,989 and consulting fees expenses of $284,081. Of these expenses, $331,978 resulted from a reduction of deferred stock based compensation.

7. Related Party Transactions

The following transactions with related parties were in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the parties.

For the three months ended March 31, 2013, the Company issued 2,576,825 shares of common stock as compensation to directors and officers of the Company. As of March 31, 2013 an additional 323,110 shares of common stock are due to be issued to directors and officers of the Company. Stock-based compensation of $474,386 was recorded in relation to these shares, and is presented within management fees and consulting fees on the statement of operations.

8. Financial Instruments

Fair Values

The Company s financial instruments consist of cash, sales tax receivable, notes receivable, subscriptions receivable, accounts payable and accrued liabilities, dividends payable, advances from stockholders, and amounts due on mineral rights acquisition. The fair values of these financial instruments approximate their carrying values due to the short-term maturity of these instruments. The Company s only financial instruments carried at fair value on the balance sheet is cash, which is classified at Level 1 and is measured using quoted market prices. Furthermore, there were no transfers of financial instruments between Levels 1, 2, and 3 during the three months ended March 31, 2013.

Foreign Currency Risk

Foreign currency risk is the risk that changes in the rates of exchange on foreign currencies will impact the financial position or cash flows of the Company. The Company s functional currency is the Canadian dollar, thus the Company is exposed to foreign currency risks in relation to certain payables that are to be settled in US funds. Management monitors its foreign currency exposure regularly to minimize the risk of an adverse impact on its cash flows.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss in the event that certain counterparties are unable to fulfill its obligations to the Company. The Company limits its exposure to credit loss on its cash by placing its cash with high credit quality financial institutions. The Company does not have any cash in excess of federally insured limits. Sales taxes receivable are due from the Canadian government and notes receivable are due from stockholders with whom the Company also has advances payable. Subscriptions receivable are collateralized by the shares for which the subscriptions are paid.

Liquidity Risk

Liquidity risk is the risk that the Company s cash flows from operations will not be sufficient for the Company to continue operating and discharge is liabilities. The Company is exposed to liquidity risk as its continued operation is dependent upon its ability to obtain financing, either in the form of debt or equity, or achieving profitable operations in order to satisfy its liabilities as they come due.

Market Risk

Market risk is the risk that fluctuations in the market prices of minerals will impact the Company s future cash flows. The Company is exposed to market risk on the price of gold, which will determine its ability to build and achieve profitable operations, the amount of exploration and development work that the Company will be able to perform, and the number of financing opportunities that will be available. Management believes that it would be premature at this point to enter into any hedging or forward contracts to mitigate its exposure to specific market price risks.

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

Forward Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words believes , project , expects , anticipates , estim intends , strategy , plan , may , will , would , will be , will continue , will likely result , and similar expre such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Overview

With respect to this discussion, the terms we us our and the Company refer to Joshua Gold Resources Inc.

(a) Corporate History and Background.

We were incorporated in the State of Nevada on July 10, 2009. Prior to the Stock Purchase transaction described below in this Item 2, our business purpose was to seek the acquisition of or merger with, an existing private company. Accordingly, we were engaged in organizational efforts in order to put us in a position where we could seek to target and eventually acquire an existing private company.

On June 4, 2010, Ben Fuschino, our sole officer and director at that time, sold his 35,000,000 shares of the Company s common stock, which shares represented 100% of our issued and outstanding common stock, to Luc Duchesne and

Robert Cormier for a total purchase price of $7,000 (the Stock Purchase). Upon closing of the Stock Purchase, (i) Mr. Duchesne and Mr. Cormier held a controlling 100% ownership in the Company, (ii) we changed our business and became a start-up carbon measuring company and (iii) we changed our name to Bio-Carbon Systems International Inc. to better reflect our new business enterprise.

Immediately after the closing of the Stock Purchase, on June 4, 2010, we entered into a license agreement (the Cormier License) with R&B Cormier Enterprises Inc. (Cormier Enterprises), an Ontario corporation and a license agreement (the GSN License) with GSN Dreamworks, Inc., an Ontario corporation (GSN). The Cormier License and GSN License (collectively, the License Agreements) granted the Company licensed intellectual property and technology to conduct airborne and other surveys of forested lands in areas that are difficult to access. Those surveys would have been conducted in a statistically verifiable process designed for use in carbon trading programs to assess the potential value of the surveyed lands as carbon sequestration land parcels in carbon trading, carbon sequestration, and other greenhouse gas emission control, offset and reduction programs.

Also, on June 4, 2010, the Company entered into consulting agreements (collectively, the Consulting Agreements) with Mr. Duchesne and Mr. Cormier, pursuant to which Mr. Duchesne and Mr. Cormier agreed to provide the Company with management and advisory services with respect to the intellectual property licensed to the Company under the Cormier and GSN Licenses.

On December 23, 2010, the Company elected to terminate the License Agreements and Consulting Agreements as the Company determined that conditions were not in place for the successful exploitation of the technology covered by the License Agreements. The termination did not given rise to any penalties against the Company as the termination was concluded through a mutual agreement of separation.

(b) Current Business of Issuer, Mineral Property Acquisitions, and Recent Material Transactions.

Upon termination of the aforementioned License and Consulting Agreements, the Company abandoned the carbon measuring business and became a mineral exploration company located in Oakville, Ontario through the acquisition of a mineral rights lease, as described in further detail below. The Company s principal business activity now is the exploration of mineral property interests. The Company is considered to be in the exploration stage and substantially all of the Company s efforts are devoted to exploring mineral property interests. There has been no determination whether the Company s interests in unproven mineral properties contain mineral reserves which are economically recoverable.

Carson Property

On December 23, 2010, the Company entered into a mineral property acquisition agreement (the 2214098 Acquisition Agreement) with 2214098 Ontario Ltd. (2214098) whereby the Company purchased from 2214098 the mining lease for a certain property located 195 kilometers north-northwest of the City of Yellowknife, Northwest Territories, Canada, on the west shore of Damoti Lake in the Indin Lake Greenstone Belt and known as a claim BR2 (the Carson Property). The term of the lease runs until June 30, 2024. The lease is registered at the Northwest Territories Mining Recorder as mining lease 3446 and covers an area of approximately 1,550 acres. Management believes that the Carson Property could potentially host economic gold deposits and, upon expert opinion of their geologists, warrants continued mineral exploration on the property.

In December of 2010, the Company retained an independent geological firm, Aurora Geosciences Inc. to visit the Carson Property and write an evaluation report under Canada s National Instrument 43-101 guidelines. Management, upon the recommendation of Mr. David White, the qualified person who completed the National Instrument 43-101 report, had considered a phased exploration of the Carson Property upon attainment of sufficient capital and began preparing an exploration budget based on this recommendation.

However, the Company subsequently determined that it was not in its economic interest to move forward under the 2214098 Acquisition Agreement after evaluating the claims underlying the Property. On December 13, 2012, the Company entered into a Mineral Property Acquisition Termination Agreement (the "Termination Agreement") with 2214098, pursuant to which the 2214098 Acquisition Agreement was terminated. In accordance with the terms and conditions of the Termination Agreement, the Company agreed to surrender and return the Carson Property to 2214098 and neither Company nor 2214098 shall have any further liability for performance or payment of any kind under the 2214098 Acquisition Agreement. The termination has not given rise to any penalties against the Company.

Garrett Property (formerly known as the Eric and Huffman Property)

On June 25, 2011, the Company entered into a mineral property acquisition agreement (the Fire Lake Acquisition Agreement) with Fire Lake Resources Inc. (Fire Lake) whereby the Company agreed to purchase from Fire Lake certain mineral interests located in the townships of Eric and Huffman in the Province of Ontario, Canada (the Eric and Huffman Property, now known as the Garrett Property) in consideration for the sum of Fifty Thousand and No/100 Dollars (CDN $50,000) and Two Million (2,000,000) shares of common stock of the Company (the Firelake Shares), to be paid by Company to Fire Lake as follows: CDN $25,000 on or before January 31, 2012; CDN $25,000 on or before January 31, 2013; and delivery of the Fire Lake Shares on or before January 31, 2012. Additionally, upon commencement of commercial production of the Garrett Property, the Company will pay to Fire Lake a royalty equal to two percent (2%) of all net smelter returns on minerals from the Property.

CDN $50,000 is approximately USD $48,841 and CDN $25,000 is approximately USD $24,420.

Lucas Property (formerly known as the Elijah Property)

On February 7, 2012, the Company entered into and closed a mineral property acquisition agreement (the Original Agreement), as amended and restated on February 13, 2012 (the Amended Agreement), with Shining Tree Resources Corp. (Shining Tree), pursuant to which Shining Tree agreed to sell to Company an undivided fifty percent (50%) interest in and to certain mineral interests found on that certain Elijah Property (now known as the Lucas Property) located in the Townships of Churchill and Asquith, Ontario, Canada (the Conveyed Property). As consideration for the sale of the Conveyed Property, the Company agreed to deliver the following to Shining Tree in the manner set forth below:

1)

$50,000 CDN (USD $48,841) according to the following schedule:

(a)

$10,000 CDN (USD $9,768) upon execution of the Agreement;

(b)

$15,000 CDN (USD $14,652) due on March 30, 2012;

(c)

$15,000 CDN (USD $14,652) due on June 30, 2012; and

(d)

$10,000 CDN (USD $9,768) due on July 30, 2012.

2)

subject to the approval of the Board of Directors of the Company, One Million (1,000,000) common shares of Company on or before March 30, 2012; and

3)

complete $200,000 CDN (USD $195,364) of Expenditures (as defined in the Original and Amended Agreement) on the Conveyed Property on or before February 10, 2014. Upon completion of payment for the Conveyed Property in the aggregate amount of $50,000 CDN (USD $48,841) of Expenditures on the Conveyed Property, Shining Tree will issue to Company 1,000,000 common shares of Shining Tree on or before July 30, 2012.

Kenty Gold Property

McClay Conveyed Property. On October 4, 2012, the Company entered into and closed a mineral property acquisition agreement (the McClay Agreement) with Brian McClay, a British Columbia, Canada resident (McClay), pursuant to which McClay agreed to sell to Company an undivided one hundred percent (100%) interest in and to certain mineral interests found on the Kenty Gold Property located in the Townships of Swayze and Dore, Ontario, Canada (the McClay Conveyed Property).

As consideration for the sale of the McClay Conveyed Property, the Company agreed to deliver the following to McClay in the manner set forth below:

(a)

Closing Date. CDN $50,000 (USD $48,841) within three (3) business days following the closing date.

(b)

February 4, 2013.

(i)

CDN $100,000 (USD $97,682) on or before February 4, 2013; and

(ii)

200,000 common shares of Company on or before February 4, 2013.

(c)

April 4, 2013.

(i)

CDN $150,000 (USD $146,523) on or before April 4, 2013; and

(ii)

200,000 common shares of Company on or before April 4, 2013.

(d)

October 4, 2013.

(i)

CDN $300,000 (USD $293,046) on or before October 4, 2013; and

(ii)

250,000 common shares of Company on or before October 4, 2013.

(e)

April 4, 2014.

(i)

CDN $300,000 (USD $293,046) on or before April 4, 2014; and

(ii)

250,000 common shares of Company on or before April 4, 2014.

(f)

October 4, 2014.

(i)

CDN $300,000 (USD $293,046) on or before October 4, 2014; and

(ii)

250,000 common shares of Company on or before October 4, 2014.

(g)

April 4, 2015.

(i)

CDN $300,000 (USD $293,046) on or before April 4, 2015; and

(ii)

550,000 common shares of Company on or before April 4, 2015.

(h)

Reserve. Upon completion of a NI 43-101 compliant Indicated Reserve of 1,000,000 Troy Ounces of Gold (Aurum Metal) on the McClay Conveyed Property, Company shall pay CDN $1,000,000 (USD $976,820) to McClay.

(i)

Production.

(i)

Upon production of 1,000,000 Troy Ounces of Gold (Aurum Metal) from the McClay Conveyed Property, Company shall pay CDN $1,000,000 (USD $976,820) to McClay.

(ii)

Upon production of 3,000,000 Troy Ounces of Gold (Aurum Metal) from the McClay Conveyed Property, Company shall pay CDN $2,000,000 (USD $1,953,640) to McClay.

(iii)

Upon production of 5,000,000 Troy Ounces of Gold (Aurum Metal) from the McClay Conveyed Property, Company shall pay CDN $2,000,000 (USD $1,953,640) to McClay.

(j)

Early Buyout Option. Company shall have the option of early buyout within one year of execution for a cash payment of CDN $750,000 (USD $732,615) and 750,000 common shares of Company.

In addition, upon the Commencement of Commercial Production (as defined in the McClay Agreement), Company shall pay to McClay a royalty in an amount equal to three percent (3%) of all Net Smelter Returns (as defined in the McClay Agreement) on minerals mined from the McClay Conveyed Property (the Seller NSR) on the terms and conditions as set out in the McClay Agreement. Notwithstanding the foregoing, at any point in time following the closing date and upon Company s sole election, McClay shall sell to Company fifty percent (50%) of the Seller NSR for a purchase price of CDN$1,500,000.00 (USD $1,465,230).

Coppell Claims. Through a certain mineral property acquisition agreement executed and closed on January 17, 2013 (the Coppell Agreement), the Company acquired certain mineral interests found on the Kenty Gold Property located in the Coppell Township, Ontario, Canada (the Coppell Claims) from Shelly Moretti, Jacques Robert, and Michael Tremblay, collectively, the beneficial owners of an undivided one hundred percent interest in the Coppell Claims (collectively, the Sellers). As consideration for the sale of the Coppell Claims, the Company agreed to deliver the following to the Sellers in the manner set forth below:

(a)

Four Thousand and No/100 Dollars (CDN$4,000.00) within ten (10) days following the Closing Date;

(b)

Eighty Thousand (80,000) common shares of the Company on or before February 4, 2013; and

(c)

Upon the commencement of Commercial Production (as defined in the Coppell Agreement), the Company shall pay to Sellers a royalty in an amount equal to two percent (2%) of all Net Smelter Returns (as defined in the Coppell Agreement) on minerals mined from the Coppell Claims (the Seller NSR) on the terms and conditions as set out in the Coppell Agreement. Notwithstanding the foregoing, at any point in time following the closing date and upon Company s sole election, Sellers shall sell to Company fifty percent (50%) of the Seller NSR for a purchase price of CDN$1,000,000.00.

CDN $4,000 is approximately USD $3,907.

CDN $1,000,000 is approximately USD $976,820.

Mortimer Claims. On February 11, 2013, the Company entered into and closed a mineral property acquisition agreement (the Red Pine Agreement) with Red Pine Exploration Inc., an entity formed under the laws of Canada (Red Pine), pursuant to which Red Pine agreed to sell to Company an undivided one hundred percent (100%) interest in and to certain mineral interests found on the Kenty Property located in the Townships of Swayze, Rollo, Denyes, Heenan and Dore, Ontario, Canada (the Mortimer Claims). As consideration for the sale of the Mortimer Claims, the Company agreed to deliver the following to Red Pine in the manner set forth below:

(a)

On the Closing Date. Twenty Five Thousand and No/100 Dollars (CDN$25,000.00) within ten (10) business days following the Closing Date;

(b)

After the Closing Date.

(i)

One Hundred Thousand and No/100 Dollars (CDN $100,000.00) on or before March 15, 2013; and

(ii)

250,000 shares of the Company s common stock to be issued on or before March 15, 2013 (the Purchase Shares). The Purchase Shares shall have an implied market value of CDN$100,000 on the date of issue. If, on July 15, 2013, the market value of the Purchase Shares is less than CDN $100,000 on a Recognized Stock Exchange, then the Company, at its sole option, will (a) issue to the Red Pine additional shares necessary so that the aggregate market value of the Purchase Shares and the additional shares is equal to CDN $100,000 or (b) pay to Red Pine the difference between the market value of the Purchase Shares and CDN $100,000.

As used herein, Recognized Stock Exchange means (a) the Toronto Stock Exchange, (b) the Toronto Venture Stock Exchange, (c) any US securities exchange registered with the Securities and Exchange Commission under Section 6(a) of the Exchange Act, (d) the OTC Bulletin Board (OTCBB), or (e) Pink OTC Markets, Inc.

If Red Pine desires to dispose of the shares on or after July 15, 2013, and Company s common shares are not then listed on a Recognized Stock Exchange, then, upon notice to Company from Red Pine, Company shall pay an amount equal to CDN $100,000 less any additional amount paid pursuant to Section 3(b)(ii) of the Red Pine Agreement to repurchase the Purchase Shares and any additional shares issued pursuant to Section 3(b) of the Red Pine Agreement. If the Company is unable to pay such amount, Red Pine has the right to require the Company to transfer the properties back into the Red Pine s name.

(c)

In addition, upon the commencement of Commercial Production (as defined in the Red Pine Agreement),

(i)

the Company shall pay to Red Pine a royalty in an amount equal to three percent (3%) of all Net Smelter Returns (as defined in the Red Pine Agreement) on minerals mined from the Mortimer Claims (the Red Pine NSR) on the terms and conditions as set out in the Red Pine Agreement. Notwithstanding the foregoing, at any point in time following the closing date and upon Company s sole election, Red Pine shall sell to Company one hundred percent (100%) of the Red Pine NSR for a purchase price of CDN $2,000,000.00.

(ii)

the Company will pay to Charlie Mortimer a royalty equal to 2% of all net smelter returns on minerals from the Mortimer Claims, with a buyout option of One Percent (1%) of the net smelter royalty for a one-time payment of CDN $1,000,000.

CDN $25,000 is approximately USD $24,420.

CDN $100,000 is approximately USD $97,682.

CDN $2,000,000 is approximately USD $1,953,640.

CDN $1,000,000 is approximately USD $976,820.

All currency conversions in this Current Business of Issuer, Mineral Property Acquisitions, and Recent Material Transactions section are expressed as of the date of this filing.

Liquidity and Capital Resources

We are an exploration stage company focused on developing our business in the mineral exploration sector. Our principal business objective for the next twelve (12) months will be to continue to develop our business plan in this sector.

As of May 20 2013, we had cash on hand of $1,325 and current liabilities of $1,319,000. We do not have sufficient capital to operate our business and will require additional funding to sustain operations through December 2013. There is no assurance that we will be able to achieve revenues sufficient to become profitable.

We have incurred losses since inception and our ability to continue as a going-concern depends upon our ability to develop profitable operations and to continue to raise adequate financing. We are actively targeting sources of additional financing to provide continuation of our operations. In order for us to meet our liabilities as they come due and to continue our operations, we are solely dependent upon our ability to generate such financing.

There can be no assurance that the Company will be able to continue to raise funds, in which case we may be unable to meet our obligations and we may cease operations.

Net cash provided by (used in) operating activities. During the three months ended March 31, 2013, net cash used in operating activities was $146,948 compared with $249,088 used in operating activities for the three months ended March 31, 2012. The cash flow used in operating activities in the three months ended March 31, 2013, was primarily the result of consulting, management, exploration, administrative, legal and audit fees. The cash flow used in operating activities in the three months ended March 31, 2012, was primarily the result of exploration, administrative, legal and audit fees.

Net cash provided by (used in) investing activities. During the three months ended March 31, 2013, net cash used in investing activities was $138,166 compared with $17,544 used in investing activities for the three months ended March 31, 2012. The cash flow used in investing activities in the three months ended March 31, 2013, was primarily the result of mineral rights acquisition. The cash flow used in investing activities in the three months ended March 31, 2012, was primarily the result of mineral rights acquisition.

Net cash provided by (used in) financing activities. During the three months ended March 31, 2013, net cash provided by financing activities was $313,075 compared with $258,946 provided by financing activities for the three months ended March 31, 2012. The cash flow provided by financing activities in the three months ended March 31, 2013, was primarily derived from issuance of stock and shareholder advances. The cash flow provided by financing activities in the three months ended March 31, 2012, was primarily derived from issuance of stock.

Results of Operations

Comparison of Three Months Ended March 31, 2013, to Three Months Ended March 31, 2012

We did not earn any revenues during the three months ended March 31, 2013, and March 31, 2012. We do not anticipate earning revenues until such time as we have entered into commercial production of our mineral properties. We are presently in the exploration stage of our business and we can provide no assurance that we will discover commercially exploitable levels of mineral resources on our properties, or if such resources are discovered, that we will enter into commercial production of our mineral properties.

Management Fees. Management fees increased to $189,989 for the three months ended March 31, 2013, from $29,368 for the three months ended March 31, 2012. The increase in management fees was primarily attributable to increased activity.

Consulting Fees. Consulting fees increased to $316,707 for the three months ended March 31, 2013, from $87,216 for the three months ended March 31, 2012. The increase in consulting fees was primarily attributable to increased activity.

Exploration Expenses. Exploration expenses decreased to $27,108 for the three months ended March 31, 2013, from $79,338 for the three months ended March 31, 2012. The decrease in exploration expenses was due to decreased activity due to lack of funds.

General and Administrative Expenses. General and administrative expenses increased to $37,360 for the three months ended March 31, 2013, from $20,800 for the three months ended March 31, 2012. The increase in general and administrative expenses is primarily related to increased activity.

Professional Fees. Professional fees decreased to $9,073 for the three months ended March 31, 2013, from $57,371 for the three months ended March 31, 2012. The decrease in professional fees was primarily due to decreased activity due to lack of funds.

Interest Expense. Interest expense increased to $7,551 for the three months ended March 31, 2013, compared with $4,616 for the three months ended March 31, 2012. The increase in interest expense was primarily due to increase in advances from shareholders.

Depreciation. Depreciation expenses neither increased nor decreased from $336 for the three months ended March 31, 2013, from $336 for the three months ended March 31, 2012.

Net Income (loss). For the three months ended March 31, 2013, we incurred a net loss of $588,124 as compared to a net loss of $307,625 for the three months ended March 31, 2012. The increase in net loss was primarily a result of increased activity.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources and would be considered material to investors.

Inflation

We do not believe that inflation has had in the past or will have in the future any significant negative impact on our operations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As we are a smaller reporting company, we are not required to provide the information required by this item.

Item 4. Controls and Procedures.

(a) Evaluation of disclosure controls and procedures.

We maintain disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) that are designed to assure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. As required by Exchange Act Rule 13a-15(b), as of the end of the period covered by this report, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures and concluded that our disclosure controls and procedures are ineffective as of the date of filing this Form 10-Q due to limited accounting and reporting personnel, inadequate accounting policies and procedures, and a lack of segregation of duties due to limited financial resources and the size of our company. We will need to adopt additional disclosure controls and procedures prior to commencement of material operations. Consistent therewith, on an on-going basis we will evaluate the adequacy of our controls and procedures.

(b) Changes in internal control over financial reporting.

There were no changes in our internal controls over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II---OTHER INFORMATION

Item 1. Legal Proceedings.

There are no legal proceedings that have occurred within the past five years concerning our directors or control persons which involved a criminal conviction, a criminal proceeding, an administrative or civil proceeding limiting one s participation in the securities or banking industries, or a finding of securities or commodities law violations.

Item 1A. Risk Factors.

As we are a smaller reporting company, we are not required to provide the information required by this item.

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

(a)

Unregistered Sales of Equity Securities.

During the quarterly period ended March 31, 2013, the Company issued shares of the Company s common stock as provided in further detail below.

Pursuant to the terms and conditions of that certain mineral property acquisition agreement entered into on October 4, 2012, with Brian McClay, we agreed to issue to Brian McClay: (i) 200,000 shares of common stock of Company on or before February 4, 2013; (ii) 200,000 shares of common stock of Company on or before April 4, 2013; (iii) 250,000 shares of common stock of Company on or before October 4, 2013; (iv) 250,000 shares of common stock of Company on or before April 4, 2014; (v) 250,000 shares of common stock of Company on or before October 4, 2014; and (vi) 550,000 shares of common stock of Company on or before April 4, 2015. Pursuant to this agreement, the shares due on February 4, 2013, were issued on February 1, 2013.

Pursuant to the terms and conditions of that certain mineral property acquisition agreement entered into on January 17, 2013, with Shelly Moretti, Jacques Robert, and Michael Tremblay (collectively, the Sellers), the Company agreed to issue to Sellers 80,000 shares of common stock of the Company on or before February 4, 2013. Pursuant to the agreement, of the shares due on February 4, 2013, 20,000 were issued to Moretti on April 8, 2013, 20,000 were issued to Robert on April, 4, 2013 and 40,000 due to Tremblay have not yet been issued.

Pursuant to the terms and conditions of that certain mineral property acquisition agreement (the Red Pine Agreement) entered into on February 11, 2013, with Red Pine Exploration Inc. (Red Pine), the Company agreed to issue to Red Pine 250,000 shares of common stock of the Company on or before March 15, 2013, subject to subsequent issuance of additional shares under certain conditions further detailed above in Section (b) of Part I, Item 2, and in the Red Pine Agreement. Pursuant to the Red Pine Agreement, the shares due on March 15, 2013, were issued on March 15, 2013.

For the quarter ended March 31, 2013, the Company issued 311,111 shares of common stock pursuant to private placement transactions at a price of $0.30 per share and for total cash proceeds of $78,575.

For the quarter ended March 31, 2013, the Company issued 2,695,909 shares of common stock to directors, consultants, and employees of the Company as signing bonuses and for services rendered.

The transactions described above were exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

(b)

Use of Proceeds.

Not Applicable.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

As the mines operated by the Company are not located in the United States, we are not subject to the provisions of the Federal Mine Safety and Health Act of 1977 and are thus not required to provide the information required by this Item 4.

Item 5. Other Information.

None.

Item 6. Exhibits.

INDEX TO EXHIBITS

Exhibit	Description
*3.1	Articles of Incorporation
*3.2	By-laws
*3.3	Certificate of Amendment to the Articles of Incorporation
*10.1	Mineral Property Acquisition Agreement, by and between Company and 2214098 Ontario Ltd., entered into on December 23, 2010
*10.2	Mineral Property Acquisition Agreement, by and between Company and Fire Lake Resources Inc., entered into on June 25, 2011
*10.3	Mineral Property Acquisition Agreement, by and between Company and Shining Tree Resources Corp., entered into on February 7, 2012
*10.4	Mineral Property Acquisition Agreement, by and between Company and Brian McClay, entered into on October 4, 2012
10.5	Mineral Property Acquisition Agreement, by and between the Company and Shelly Moretti, Jacques Robert, and Michael Tremblay, entered into on January 17, 2013

Exhibit	Description
*10.6	Mineral Property Acquisition Agreement, by and between Company and Red Pine Exploration Inc., entered into on February 11, 2013
*10.7	License Agreement, by and between Company and GSN Dreamworks, Inc., entered into June 4, 2010
*10.8	License Agreement, by and between Company and R&B Cormier Enterprises Inc., entered into on June 4, 2010
*10.9	Consulting Agreement, by and between Company and Mr. Luc Duchesne, entered into on June 4, 2010
*10.10	Consulting Agreement, by and between Company and Mr. Rob Cormier, entered into on June 4, 2010
31.1	Certification of our Chief Executive Officer pursuant to Rule 13(a)-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended
31.2	Certification of our Chief Financial Officer pursuant to Rule 13(a)-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended
32.1	Certification of our Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002
32.2	Certification of our Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002
**101.INS	XBRL Instance Document
**101.SCH	XBRL Taxonomy Extension Schema Document
**101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
**101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
**101.LAB	XBRL Taxonomy Extension Label Linkbase Document
**101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Included in previously filed reporting documents.

** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

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

	Joshua Gold Resources Inc.	
Dated: May 20, 2013	By:	/s/ Benjamin Ward Benjamin Ward President, Chief Executive Officer (Principal Executive Officer) and Director
	Joshua Gold Resources Inc.	
Dated: May 20, 2013	By:	/s/ Dino Micacchi Dino Micacchi Chief Financial Officer (Principal Financial Officer)