GOLDEN RIVER RESOURCES CORP.
Form 10-Q
May 22, 2008

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

FORM 10-Q

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

For the quarterly period ended: March 31 2008

or

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

For the transition period from: _____________ to _____________

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

Delaware	0-16097	98-0079697
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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 2866
(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.

[x] 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 [_] Accelerated filer [_]

Non-accelerated filer [_] Smaller reporting company [x]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes [x] 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 26,711,630 outstanding shares of Common Stock as of April 30, 2008. (Does not include 10,000,000 shares of common stock that are issuable upon exercise of Special Warrants, without the payment of any additional consideration.)

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 [x] No [_]

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Table Of Contents

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Introduction to Interim Financial Statements.

The interim 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 financial statements prepared in accordance with generally accepted accounting principles 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 financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-KSB for the year ended June 30, 2007.

In the opinion of management, all adjustments, consisting of normal recurring adjustments and consolidating entries, necessary to present fairly the financial position of the Company and subsidiaries as of March 31, 2008, the results of its operations for the three and nine month periods ended March 31, 2008 and March 31, 2007, and the changes in its cash flows for the nine month periods ended March 31, 2008 and March 31, 2007, have been included. The results of operations for the interim periods are not necessarily indicative of the results for the full year.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

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

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Balance Sheet

	March 31, 2008 A$000's	June 30, 2007 A$000's

	(Unaudited)	
ASSETS		
Current Assets		
Cash	9	349
Receivables	133	21
Prepayments and Deposits	47	48
Total Current Assets	189	418
Non Current Assets		
Property and Equipment, net	-	2
Total Non Current Assets	-	2
Total Assets	189	420
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable and Accrued Expenses	633	333
Total Current Liabilities	633	333
Total Liabilities	633	333
Stockholders' Equity:		
Common Stock: $.0001 par value 100,000,000 shares authorized, 26,714,130 issued	3	3
Additional Paid-in-Capital	34,778	34,628
Less Treasury Stock at Cost, 2,500 shares	(20)	(20)
Accumulated Other Comprehensive Loss	(9)	(6)
Retained Deficit during exploration stage	(8,794)	(8,116)
Retained Deficit prior to exploration stage	(26,402)	(26,402)
Total Stockholders' Equity (Deficit)	(444)	87
Total Liabilities and Stockholders' Equity	189	420

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES

(An Exploration Stage Company)
Consolidated Statements of Operations
Three and Nine Months Ended March 31, 2008 and 2007 and for the cumulative period July 1, 2002 (inception of exploration activities) to March 31, 2008
(Unaudited)

	Three Months Ended March 31, 2008 A$000's	Three Months Ended March 31, 2007 A$000's	Nine Months Ended March 31, 2008 A$000's	Nine Months Ended March 31, 2007 A$000's
Revenues	A$-	A$-	A$-	A$-
Costs and Expenses:				
Stock Based Compensation	43	152	150	195
Exploration Expenditure	38	10	93	434
Loss on Disposal of Equipment	-	-	-	-
Interest Expense, net	-	-	-	-
Legal, Accounting and Professional	15	12	46	90
Administrative	111	128	385	363
	207	302	674	1,082
(Loss) from Operations	(207)	(302)	(674)	(1,082)
Foreign Currency Exchange Gain (Loss)	-	(15)	(4)	(76)
Other Income:				
Interest - net, related entity	-	3	-	10
- other	-	-	-	2
(Loss) before Income Tax	(207)	(314)	(678)	(1,146)
Provision for Income Tax	-	-	-	-
Net (Loss)	(207)	(314)	(678)	(1,146)
Basic net (Loss) Per Common Equivalent Shares	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.03)
Weighted Number of Common Equivalent Shares Outstanding (000's)	36,714	36,714	36,714	36,714

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Cash Flows Nine Months
Ended March 31, 2008 and 2007 and for the cumulative period
July 1, 2002 (inception of exploration activities) to March 31, 2008
(Unaudited)

	2008 A$000's	2007 A$000's	July 1, 2002 to March 31, 2008 A$000's
CASH FLOWS FROM OPERATING ACTIVITIES			
Net (Loss)	(678)	(1,146)	(8,794)
Adjustments to reconcile net (loss) to net cash (used) in Operating Activities			
Foreign Currency Exchange Loss	4	76	111
Depreciation of Plant and Equipment	-	6	26
Stock based compensation	150	195	1,018
Accrued interest added to principal	-	-	184
Net Change in:			
Receivables	(112)	(58)	(169)
Staking Deposit	-	-	23
Prepayments and Deposits	1	-	(47)
Accounts Payable and Accrued Expenses	300	(446)	179
Short Term Advance - Affiliates	-	(1)	-
Net Cash (Used) in Operating Activities	(335)	(1,374)	(7,469)
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Plant and Equipment	(2)	-	(29)
Net Cash (Used) in Investing Activities	(2)	-	(29)
CASH FLOW PROVIDED BY FINANCING ACTIVITIES			
Net Borrowings from Affiliates	-	-	1,031
Sale of Warrants (net)	-	(7)	4,311
Proceeds from Loan Payable	-	-	2,273
Net Cash Provided by (Used in)Financing Activities	-	(7)	7,615
Effects of Exchange Rate on Cash	(3)	-	(109)

Net Increase (decrease) in Cash	(340)	(1,381)	8
Cash at Beginning of Period	349	2,016	1
Cash at End of Period	9	635	9
Supplemental Disclosures			
Interest Paid	-		363
NON CASH FINANCING ACTIVITY			
Debt repaid through issuance of shares	-	-	4,273
Stock Options recorded as Deferred Compensation	-	-	575

See Notes to Consolidated Financial Statements

5

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
March 31, 2008 and for the cumulative period July 1, 2002
(inception of exploration activities) to March 31, 2008
(Unaudited)

	Shares	Common Stock Amount	Treasury Stock, at Cost	Additional Paid-in Capital	Retained (Deficit) (during the Exploration stage)	(Deficit (prior t Explorat stage)
	000's	A$000's	A$000's	A$000's	A$000's	A$00
Balance June 30, 2002	6,347	$ 1	$ (20)	$ 25,175	-	$ (26,4
Net loss	-	-	-	-	$ (681)	
Balance June 30, 2003	6,347	$ 1	$ (20)	$ 25,175	$ (681)	$ (26,4
Issuance of 1,753,984 shares and warrants in lieu of debt repayment	1,754	-	-	$ 2,273	-	
Sale of 1,670,000 shares and warrants	1,670	-	-	$ 2,253	-	
Issuance of 6,943,057 shares on cashless exercise of options	6,943	$ 1	-	$ (1)	-	
Net unrealized loss on foreign exchange	-	-	-	-	-	
Net (loss)	-	-	-	-	$ (1,723)	
Balance June 30, 2004	16,714	$ 2	$ (20)	$ 29,700	$ (2,404)	$ (26,4
Issuance of 1,400,000 options under 2004 stock option plan	-	-	-	$ 575	-	
Amortization of 1,400,000 options						

under 2004 stock option plan	-	-	-	-	-	
Net unrealized gain on foreign exchange	-	-	-	-	-	
Net/(loss)	-	-	-	-	$ (2,600)	
Balance June 30, 2005	16,714	$ 2	$ (20)	$ 30,275	$ (5,004)	$ (26,4

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
March 31, 2008
and for the cumulative period July 1, 2002
(inception of exploration activities) to March 31, 2008
(Unaudited) Continued

	Shares	Common Stock Amount	Treasury Stock, at Cost	Additional Paid-in Capital	Retained (Deficit) (during the Exploration stage)	Retained (Deficit) (prior to Exploration stage)	Def Co s
	000's	A$000's	A$000's	A$000's	A$000's	A$000's	A
To eliminate deferred compensation against Paid-In Capital	-	-	-	$ (198)	-	-	$
Issuance of 10,000,000 shares and 20,000,000 options in lieu of debt repayment	10,000	$ 1	-	$ 1,999	-	-	
Sale of 20,000,000 normal warrants	-	-	-	$ 997	-	-	
Sale of 10,000,000 special warrants	-	-	-	$ 1,069	-	-	
Amortization of 1,400,000 options under 2004 stock option plan	-	-	-	191	-	-	
Net unrealized loss on foreign exchange	-	-	-	-	-	-	
Net (loss)	-	-	-	-	$ (1,328)	-	
Balance June 30, 2006	26,714	$ 3	$ (20)	$ 34,333	$ (6,332)	$ (26,402)	$
Costs associated with sale of normal and special warrants	-	-	-	$ (5)	-	-	
Amortization of 1,400,000 options under 2004 stock option plan	-	-	-	$ 7	-	-	

Amortization of 4,650,000 options under 2006 stock option plan	-	-	-	$ 293	-	-	
Net unrealized loss on foreign exchange	-	-	-	-	-	-	
Net (loss)	-	-	-	-	$ (1,784)	-	
Balance June 30, 2007 2007	26,714	$ 3	$ (20)	$ 34,628	$ (8,116)	$ (26,402)	$

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
March 31, 2008
and for the cumulative period July 1, 2002
(inception of exploration activities) to March 31, 2008
(Unaudited) Continued

	Shares	Common Stock Amount	Treasury Stock, at Cost	Additional Paid-in Capital	Retained (Deficit) (during the Exploration stage)	Retained (Deficit) (prior to Exploration stage)	Defer Com sat
Amortization of 4,650,000 options under 2006 stock option plan	-	-	-	$ 150	-	-	
Net unrealized loss on foreign exchange	-	-	-	-	-	-	
Net (loss)	-	-	--	-	$ (678)	-	
Balance March 31, 2008	26,714	$ 3	$ (20)	$34,778	$ (8,794)	$ (26,402)	$

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
March 31, 2008

(1) Organisation

Golden River Resources Corporation ("Golden River Resources"), formerly Bay Resources Ltd, is incorporated in the State of Delaware. The principal shareholders of Golden River Resources are companies associated with Mr JI Gutnick and Mrs S Gutnick. These companies owned 77.48% of Golden River Resources as of March 31, 2008. During fiscal 1998, Golden River Resources incorporated a further subsidiary, Baynex.com Pty Ltd, under the laws of Australia. Baynex.com Pty Ltd has not traded since incorporation. On August 21, 2000, Golden River Resources incorporated a new wholly owned subsidiary, Bay Resources (Asia) Pty Ltd, a corporation incorporated under the laws of Australia. In May 2002, the Company incorporated a new wholly owned subsidiary, Golden Bull Resources Corporation (formerly 4075251 Canada Inc), a corporation incorporated under the laws of Canada. Golden Bull Resources Corporation is undertaking exploration activities for gold in Canada. On March 8, 2006, shareholders approved the change of the Company's name to Golden River Resources.

(2) Affiliate Transactions

Golden River Resources advances to and receives advances from various affiliates. All advances between consolidated affiliates are eliminated on consolidation.

Included in payables at March 31, 2008 was A$495,842 due to AXIS. During the nine months ended March 31, 2008 and 2007 AXIS advanced Golden River Resources A$187,000 and A$427,000 respectively, provided services in accordance with the service agreement of A$360,871 and A$305,817 respectively and advanced/reimbursed AXIS A$192,614 and A$53,000 respectively for outstanding amounts, including carried forward outstanding amounts. During the nine months ended March 31, 2007 the Company charged AXIS interest of A$9,834 at an interest rate between 9.35% and 10.10%. During the nine months ended March 31, 2008 AXIS did not charge interest. AXIS is affiliated through common management and ownership.

(3) Recent Accounting Pronouncements

In July 2006, the FASB issued FASB Interpretation No. 48 "Accounting for Uncertainty in Income Taxes"- an interpretation of FASB Statement No. 109 (FIN 48), which provides clarification related to the process associated with accounting for uncertain tax positions recognized in consolidated financial statements. FIN 48 prescribes a more-likely-than-not threshold for financial statement recognition and measurement of a tax position taken, or expected to be taken, in a tax return. FIN 48 also provides guidance related to, among other things, classification, accounting for interest and penalties associated with tax positions, and disclosure requirements. FIN 48 is effective for fiscal years beginning after December 15, 2006. The adoption of this statement did not have a material effect on the Company's future reported financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements which provides enhanced guidance for using fair value to measure assets and liabilities. SFAS No. 157 provides a common definition of fair value and establishes a framework to make the measurement of fair value in generally accepted accounting principles more consistent and comparable. SFAS No. 157 also requires expanded disclosures to provide information about the extent to which fair value is used to measure assets and liabilities, the methods and assumptions used to measure fair value, and the effect of fair value measures on earnings. SFAS No. 157 is effective for financial statements issued in fiscal years beginning after November 15, 2007 and for interim periods within those fiscal years. In February 2008, the FASB staff issued Staff Position No. 157-2 "Effective date of FASB Statement No. 157" ("FSP FAS 157-2"). FSP FAS 157-2 delayed the effective date of FAS 157 for nonfinancial assets and nonfinancial liabilities, except for items that are recognised or disclosed at fair value in the financial statements on a recurring basis (at least annually). The provisions of FSP FAS 157-2 are effective for the Company's fiscal year beginning July 1, 2009. The adoption of this interpretation has not and is not expected to have a material impact on the Company's future reported financial position or results of operations.

9

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities - Including an Amendment of FASB Statement No. 115", which permits companies to choose to measure many financial instruments and certain other items at fair value. The provisions of FAS 159 are effective for financial statements issued in fiscal years beginning after November 15, 2007 and for interim periods between those fiscal years. The adoption of FAS 159 is not expected to have a material impact on the Company's consolidated financial position, results or operations or cash flows.

In December 2007, the FASB issued SFAS No. 141(R), "Business Combinations" ("SFAS 141(R)"), which replaces SFAS 141. SFAS 141(R) requires assets and liabilities acquired in a business combination, contingent consideration, and certain acquired contingencies to be measured at their fair values as of the date of acquisition. SFAS 141(R) also requires that acquisition-related costs and restructuring costs be recognized separately from the business combination. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008 and will be effective for business combinations entered into after January 1, 2009. The Company is currently evaluating the potential impact of adopting this statement on the Company's financial position, results of operations or cash flows.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements, an Amendment of ARB No. 51" ("SFAS 160"). SFAS 160 clarifies the accounting for noncontrolling interests and establishes accounting and reporting standards for the noncontrolling interest in a subsidiary, including classification as a component of equity. SFAS 160 is effective for fiscal years beginning after December 15, 2008. The Company does not currently have any minority interests.

In March 2008, the FASB issued FSAB Statement No. 161 "Disclosure about Derivative Instruments and Hedging Activities-an amendment of FASB statements No. 133 ("FAS 161") which provides revised guidance for enhanced disclosures about how and why an entity uses derivative instruments, how derivative instruments and related hedged items are accounted for under FAS 133, and how derivative instruments and the related hedged items affect and entity's financial position, financial performance and cash flows. FAS 161 is effective for the Company's fiscal year beginning January 1, 2009. The Company does not currently have any derivative instruments and is not involved in any hedging activities.

(4) Comprehensive Income (Loss)

The Company follows SFAS No. 130 "Reporting Comprehensive Income" ("SFAS 130"). SFAS 130 requires a company to report comprehensive income (loss) and its components in a full set of financial statements. Comprehensive income (loss) is the change in equity during a period from transactions and other events and circumstances from non-owner sources, such as unrealized gains (losses) on foreign currency translation adjustments. Changes in unrealized foreign currency gains or (losses) during the nine months to March 31, 2008 and 2007 amounted to A$(3,383) and A$(6,586) respectively. Accordingly, comprehensive loss for the nine months ended March 31, 2008 and 2007 amounted to A$(681,000) and A$(1,139,000) respectively.

(5) Going Concern

The accompanying consolidated financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate continuation of Golden River Resources as a going concern. Golden River Resources is in the exploration stage, has sustained recurring losses which raises substantial doubts as to its ability to continue as a going concern.

In addition Golden River Resources has historically relied on loans and advances from corporations affiliated with the President of Golden River Resources. Based on discussions with these affiliate companies, Golden River Resources believes this source of funding will continue to be available. Other than the arrangements noted above, Golden River Resources has not confirmed any other arrangement for ongoing funding. As a result Golden River Resources may be required to raise funds by additional debt or equity offerings in order to meet its cash flow requirements during the forthcoming year.

The accumulated deficit of the Company from inception through March 31, 2008 amounted to A$35,196,000 of which A$8,794,000 has been accumulated from July 2002, the date the Company entered the Exploration Stage, through March 31, 2008.

(6) Income Taxes

Golden River Resources should have carried forward losses of approximately US$22.6 million as of June 30, 2007 which will expire in the year 2008 through 2025. Golden River Resources will need to file tax returns for those years having losses on which returns have not been filed to establish the tax benefits of the net operating loss carry forwards. Due to the uncertainty of the availability and future utilization of those operating loss carry forwards, management has provided a full valuation against the related tax benefit.

(7) Issue of Options under Stock Option Plan

The Company follows the provisions of SFAS No.123(R), Share-Based payment, which addresses the accounting for share-based payment transactions in which a company receives employee services in exchange for (a) equity instruments of that company or (b) liabilities that are based on the fair value of the company's equity instruments or that may be settled by the issuance of such equity instruments

The Company has accounted for all options issued based upon their fair market value using either the Black Scholes or Binomial option pricing method. Prior to 2006, the Company used the Black Scholes option pricing method to determine the fair market value of options issued. In 2006, the Company changed from using the Black Scholes option pricing method to the Binomial option pricing model. The Binomial option pricing model breaks down the time to expiration into a number of steps or intervals and can therefore be used to value American style options, taking into account the possibility of early exercise and reflect changing inputs over time. The options issued in 2006 have three vesting periods and therefore, the Company believed the Binomial option pricing model is a more accurate measure of the fair value of the options.

In October 2004, the Board of Directors and Remuneration Committee of the Company adopted a Stock Option Plan and agreed to issue 1,400,000 options to acquire shares of common stock in the Company, at an exercise price of US$1.00 per option, subject to shareholder approval which was subsequently received on January 27, 2005. All such options were vested by July 2006. The exercise price of US$1.00 was derived from the issue price of common stock from the placement of shares on September 30, 2004 and is considered by the Company's Directors to be the fair value of the common stock. The options expire on October 15, 2014.

The Company calculated the fair value of the 1,400,000 options using the Black Scholes valuation method using a fair value share price of US$1.00, strike price of US$1.00, maturity period of 5 years 7 1/2 months, risk free interest rate of 5.15% and volatility of 20%. This equates to a value of US31.85 cents per option. The total value of the options equates to A$575,100 (US$445,900) and such amount was amortized over the vesting period. At March 31, 2008, the options were fully vested.

A summary of the options outstanding and exercisable at March 31, 2008 are as follows:

	Outstanding	Exercisable
Number of options	950,000	950,000
Exercise price	US$1.00	US$1.00
Expiration date	October 15, 2014	October 15, 2014

On October 19, 2006, the Directors of the Company agreed to offer a further 4,650,000 options under the Stock Option Plan. The options have no issue price, an exercise price of US30.84 cents, and a latest exercise date of October 19, 2016. The options vest 1/3 on October 19, 2007 ("T1"), 1/3 on October 19, 2008 ("T2") and 1/3 on October 19, 2009 ("T3"). The Company obtained an external valuation on the options from an unrelated third party.

The Company, through an unrelated third party consultant, has calculated the fair value of the 4,650,000 options using the binomial option pricing model using a fair value share price of US$0.166, exercise price of US30.84 cents, expected life T1 - 5 years 6 months, T2 - 6 years, T3 - 6 years 6 months, risk-free interest rate of 4.75% and volatility of 90%. For the nine months ended March 31, 2008, the amortization amounted to A$149,971 and 600,000 options were forfeited. At March 31, 2008, remaining value of the unamortized deferred compensation of these 4,050,000 outstanding options amounted to A$164,035.

A summary of the options outstanding and exercisable at March 31, 2008 are as follows:

	Outstanding	Exercisable
Number of options	4,050,000	1,350,000
Exercise price	US$0.308	US$0.308
Expiration date	October 19, 2016	October 19, 2016

(8) Loss per share

Basic (loss) per share is computed based on the weighted average number of common shares outstanding during the period. Dilutive loss per share has not been presented as the effects of common stock equivalents are anti-dilutive. The Company has on issue 10,000,000 special warrants which are exercisable at any time until expiration and for no consideration. However, there is a restriction in the subscription agreement that does not allow the Company to process a warrant exercise notice if the holder (and its associates) would hold more than 9.99% of the shares of common stock unless the holder provides the Company with 61 days prior notice in which case the holder can exercise the entire 10,000,000 warrants. Accordingly, the Company has included 10,000,000 shares issuable by exercise of the special warrants in the weighted number of common equivalent shares outstanding.

Earnings per share

The Company calculates loss per share in accordance with SFAS No. 128, "Earnings per Share".

The following table reconciles the weighted average shares outstanding used for the computation:

	Nine months ended March 31	
	2008	2007
Weighted average shares	000's	000's
Outstanding - basic	26,714	26,714
- Warrants	10,000	10,000
Weighted average shares outstanding	36,714	36,714

The options to purchase 5,000,000 shares of common stock are not included in the earnings per share computation as such amounts would be anti-dilutive.

12

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 Australian dollars unless otherwise stated.

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

9 months ended March 31, 2007 A$1.00 = US$.7893
9 months ended March 31, 2008 A$1.00 = US$.9178
9 months ended March 31, 2007 A$1.00 = CDN$.9207
9 months ended March 31, 2008 A$1.00 = CDN$.9390

RESULTS OF OPERATION

Three Months Ended March 31, 2008 vs. Three Months Ended March 31, 2007.

Costs and expenses decreased from A$302,000 in the three months ended March 31, 2007 to A$207,000 in the three months ended March 31, 2008. The Company's financial statements are prepared in Australian dollars (A$). A number of the costs and expenses of the Company are incurred in US$ and CDN$ and the conversion of these costs to A$ means that the comparison of the three months ended March 31, 2008 to the three months ended March 31, 2007 does not always present a true comparison.

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

a) An increase in legal, accounting and professional expense from A$12,000 for the three months ended March 31, 2007 to A$15,000 for the three months ended March 31, 2008, primarily as a result of costs associated with the Company's SEC compliance obligations.

b) a decrease in administrative costs including salaries from A$128,000 in the three months ended March 31, 2007 to A$111,000 in the three months ended March 31, 2008, primarily as a result of a decrease in the cost of services provided by AXIS in accordance with the service agreement.

c) an increase in the exploration expenditure expense from A$10,000 for the three months ended March 31, 2007 to A$38,000 for the three months ended March 31, 2008. For the three months ended March 31, 2008, the costs related to consultants providing exploration reviews and advice, for which there were no comparable amounts for the three months ended March 31, 2007.

d) decrease in stock based compensation from A$152,000 for the three months ended March 31, 2007 to A$43,000 for the three months ended March 31, 2008 as a result of a decrease in the number of options outstanding combined with a number of options being fully expensed prior to the current period. See Note 6 concerning the Company's outstanding stock options.

As a result of the foregoing, the loss from operations decreased from A$302,000 for the three months ended March 31, 2007 to A$207,000 for the three months ended March 31, 2008.

Other income decreased from A$3,000 in the three months ended March 31, 2007 to A$nil in the three months ended March 31, 2008.

The Company recorded a foreign currency exchange gain of A$nil for the three months ended March 31, 2008 compared to a foreign currency exchange loss of A$15,000 for the three months ended March 31, 2007.

The net loss was A$207,000 for the three months ended March 31, 2008 compared to a net loss of A$314,000 for the three months ended March 31, 2007.

Nine months Ended March 31, 2008 vs. Nine months Ended March 31, 2007

Revenue was A$nil in the nine months ended March 31, 2007 and A$nil in the nine months ended March 31, 2008.

Costs and expenses decreased from A$1,082,000 in the nine months ended March 31, 2007 to A$674,000 in the nine months ended March 31, 2008. The Company's financial statements are prepared in Australian dollars (A$). A number of the costs and expenses of the Company are incurred in US$ and CDN$ and the conversion of these costs to A$ means that the comparison of the nine months ended March 31, 2008 to the nine months ended March 31, 2007 does not always present a true comparison.

The increase in expenses is a net result of:

a) a decrease in legal, accounting and professional expense from A$90,000 for the nine months ended March 31, 2007 to A$46,000 for the nine months ended March 31, 2008. For the nine months ended March 31, 2008, a decrease in share register activity decreased the fee for maintenance of the records by the external share registrar. Legal and accounting expenses were incurred in relation to the preparation of the registration statement to register the warrants issued to RAB in the nine months ended March 31, 2007 and there was no comparable expense in the nine months ended March 31, 2008.

b) an increase in administrative costs including salaries from A$363,000 in the nine months ended March 31, 2007 to A$385,000 in the nine months ended March 31, 2008 primarily as a result of an increase in the cost of services provided by AXIS in accordance with the service agreement.

c) a decrease in the exploration expenditure expense from A$434,000 for the nine months ended March 31, 2007 to A$93,000 for the nine months ended March 31, 2008 primarily as a result of decreased exploration activity. The cost for the nine months ended March 31, 2007 represents the field and sampling program undertaken of the Company's exploration properties within the Slave Craton in Nunavut, Canada. No field exploration was completed during the nine months ended March 31, 2008 however the costs relate to consultants providing exploration reviews and advice.

d) A decrease in stock based compensation from A$195,000 for the nine months ended March 31, 2007 to A$150,000 for the nine months ended March 31, 2008 as a result of a decrease in the number of options outstanding combined with a number of options being fully expensed prior to the current period. See Note 6 concerning the Company's outstanding stock options.

As a result of the foregoing, the loss from operations decreased from A$1,082,000 for the nine months ended March 31, 2007 to A$674,000 for the nine months ended March 31, 2008.

Other income decreased from A$12,000 in the nine months ended March 31, 2007 to A$nil in the nine months ended March 31, 2008.

The Company recorded a foreign currency exchange loss of A$4,000 for the nine months ended March 31, 2008, compared to A$76,000 for the nine months ended March 31, 2007.

The net loss was A$678,000 for the nine months ended March 31, 2008, compared to a net loss of A$1,146,000 for the nine months ended March 31, 2007.

Liquidity and Capital Resources

For the nine months ended March 31, 2008, net cash used in operating activities was A$335,000 primarily consisting of the net loss of A$678,000; and an increase in receivables of A$112,000, partially offset by an increase in accounts payable and accrued expenses of A$300,000 and an increase in stock based compensation of A$150,000.

Effective as of June 9, 2006, Golden River Resources, entered into a Subscription Agreement with RAB Special Situations Fund (Master) Limited ("RAB") pursuant to which the Company issued to RAB in a private placement transaction (the "Private Placement") for an aggregate purchase price of A$2,000,000 (US$1,542,000): (i)10,000,000 special warrants (the "Special Warrants"), each of which is exercisable at any time to acquire, without additional consideration, one (1) share (the "Special Warrant Shares") of Common Stock, US$0.001 par value ("Common Stock"), of the Company, and (ii) warrants (the "Warrants") for the purchase of 20,000,000 shares of Common Stock, US$0.001 par value (the "Warrant Shares"), at an exercise price of A$0.20 (US$0.1542) to be exercisable until April 30, 2011.

The Company agreed to prepare and file with the Securities and Exchange Commission a registration statement covering the resale of the shares of Common Stock issuable upon exercise of the Special Warrants and the Warrants, which registration statement was declared effective on October 17, 2006.

The Company is obligated to keep such registration statement effective until the earlier of (i) the date that all of the Registrable Securities have been sold pursuant to such registration statement, (ii) all Registrable Securities have been otherwise transferred to persons who may trade such shares without restriction under the Securities Act, and the Company has delivered a new certificate or other evidence of ownership for such securities not bearing a restrictive legend, or (iii) all Registrable Securities may be sold at any time, without volume or manner of sale limitations pursuant to Rule 144(k) or any similar provision then in effect under the Securities Act; or (iv) 2 years from the effective date.

As of March 31, 2008 the Company had short-term obligations of A$633,000 comprising accounts payable and accrued expenses.

We have A$9,000 in cash at March 31, 2008.

During fiscal 2004 and 2005, we undertook a field exploration program on our Committee Bay and Slave Properties. In relation to the Committee Bay Properties, this was more than the minimum required expenditure and as a result, we do not have a legal obligation to undertake further exploration on those properties during their life. However our properties are prospective for gold and other minerals. We undertook further exploration in August 2006 on the Slave Properties and we spent A$502,000 on such exploration activities in fiscal 2007 and to date A$93,000 in fiscal 2008 for maintenance cost. We are currently investigating 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 a capital raising will be successful, or that even if an offer of financing is 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 became law in December 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. Additional information which could affect the Company's financial results is included in the Company's Form 10-KSB on file with the Securities and Exchange Commission.

15

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

At March 31, 2008, the Company had no outstanding loan facilities. At March 31, 2008, assuming no change in the cash at bank, a 10% change in the A$ versus US$ exchange rate would have a nil effect on the Company's cash position.

Item 4. 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. Such disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company is accumulated and communicated to the appropriate management, including the principal executive and financial officers, on a basis that permits timely decisions regarding timely disclosure. Based on that evaluation, such principal executive officer and principal financial officer concluded that, the Company's disclosure control and procedure as of the end of the period covered by this report have been designed and are functioning effectively to provide reasonable assurance that the information required to be disclosed by the Company in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Change in Internal Control over Financial Reporting

No change in our internal control over financial reporting occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

We believe that a controls system, no matter how well designed and operated, can not provide absolute assurance that the objectives of the controls system, no matter how well designed and operated, can not 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.

16

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

Not Applicable

Item 1A. Risk Factors.

Not Applicable

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

Not Applicable

Item 3. Defaults Upon Senior Securities.

Not Applicable

Item 4. Submission of Matters to a Vote of Security Holders.

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

(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: Joseph I. Gutnick

Joseph I. Gutnick
Chairman of the Board, President and
Chief Executive Officer
(Principal Executive Officer)

By: Peter Lee

Peter Lee

Director, Secretary and
Chief Financial Officer
(Principal Financial Officer)

Dated May 13, 2008

EXHIBIT INDEX

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