

GOLDEN RIVER RESOURCES CORP.  
Form 10-Q  
November 14, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: September 30, 2013

or

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

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

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

Delaware  
(State or Other Jurisdiction  
of Incorporation)

0-16097  
(Commission  
File Number)

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

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

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

N/A

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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

Yes  No

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. There were 56,807,283 outstanding shares of Common Stock as of November 12, 2013.

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

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

Yes  No

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

Introduction to Interim Consolidated Financial Statements.

The interim consolidated financial statements included herein have been prepared by Golden River Resources Corporation (“Golden River Resources” or the “Company”) without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the “Commission”). Certain information and footnote disclosure normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. These interim consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended June 30, 2013.

In the opinion of management, all adjustments, consisting of normal recurring adjustments and consolidating entries, necessary to present fairly the consolidated financial position of the Company and subsidiaries as of September 30, 2013, the results of its consolidated statements of comprehensive (loss) for the three month periods ended September 30, 2013 and September 30, 2012 and for the cumulative period July 1, 2002 (inception of exploration activities) to September 30, 2013, and the changes in its consolidated cash flows for the three month period ended September 30, 2013 and September 30, 2012 and for the cumulative period July 1, 2002 (inception of exploration activities) to September 30, 2013 have been included. The results of consolidated operations for the interim periods are not necessarily indicative of the results for the full year.

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

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

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

	September 30, 2013 CDN\$000's	June 30, 2013 CDN\$000's
<b>ASSETS</b>		
Current Assets		
Cash	3	656
Investment in marketable security	452	449
Receivables	15	15
Prepaid expenses and deposits	2	1
<b>Total Current Assets</b>	<b>472</b>	<b>1,121</b>
Non-Current Assets		
Advances receivable	142	142
<b>Total Non-Current Assets</b>	<b>142</b>	<b>142</b>
<b>Total Assets</b>	<b>614</b>	<b>1,263</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Accounts payable and accrued expenses	144	149
<b>Total Current Liabilities</b>	<b>144</b>	<b>149</b>
<b>Total Liabilities</b>	<b>144</b>	<b>149</b>
Stockholders' Equity:		
Common Stock: \$.0001 par value 400,000,000 shares authorized 56,807,408 and 56,807,408 issued and outstanding	5	5
Additional paid-in-capital	52,171	52,171
Less treasury stock at cost, 125 shares	(19 )	(19 )
Retained (deficit) during exploration stage	(26,478 )	(25,834 )
Retained (deficit) prior to exploration stage	(25,209 )	(25,209 )
<b>Total Stockholders' Equity</b>	<b>470</b>	<b>1,114</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>614</b>	<b>1,263</b>

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

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
 (An Exploration Stage Company)  
 Consolidated Statements of Comprehensive Income  
 Three Months Ended September 30, 2013 and 2012 and for the cumulative period  
 July 1, 2002 (inception of exploration activities) to September 30, 2013  
 (Unaudited)

	Three Months Ended September 30, 2013 CDN\$000's	Three Months Ended September 30, 2012 CDN\$000's	July 1, 2002 to September 30, 2013 CDN\$000's
Revenues	\$-	\$-	\$-
Costs and expenses:			
Stock based compensation	-	-	2,760
Exploration expenditure	-	-	4,537
Interest expense (income), net	-	-	397
Legal, accounting and professional	19	22	2,152
Administration expenses	45	82	4,447
Total costs and expenses	64	104	14,293
Foreign currency exchange gain/(loss)	2	(3	) (550
Loss on sale of equity investment and impairment charge	-	-	(867
Allowance for doubtful debt	(586	)	- (2,785
Gain on marketable investment	3	-	299
Other income:			
Interest income – net, related entity	-	-	5
– Other	1	-	12
(Loss) from continuing operations before income taxes	(644	)	(107
Benefit for deferred income taxes	-	-	-
Net (loss) from continuing operations	(644	)	(107
Discontinued Operations			
Gain on disposal of discontinued operations	-	-	5,542
Equity in profits of unconsolidated entities	-	-	234
Net (loss) from discontinued operations	-	(667	) (10,501
Impairment of mineral rights	-	-	(35,583
Adjustment to fair value on stepped acquisition	-	-	7,433
Gain on bargain purchase	-	-	10,305

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Net income attributable to non-controlling interests of discontinued operations	-	318	14,182
Net (loss) from discontinued operations	-	(349 )	(8,388 )
Net (loss) attributable to Golden River Resources stockholders	(644 )	(456 )	(26,567 )
Other comprehensive income:			
Foreign currency translation adjustments	-	-	89
Comprehensive (loss) attributable to Golden River Resources stockholders	(644 )	(456 )	(26,478 )
Amounts attributable to Golden River Resources stockholders:			
Basic and diluted (loss) per common equivalent share			
Net (loss) from continuing operations per share	(0.01 )	-	(0.99 )
Net (loss) from discontinued operations per share	-	(0.01 )	(0.46 )
Basic and diluted net (loss) per common equivalent shares	(0.01 )	(0.01 )	(1.45 )
Weighted average number of common equivalent shares used per share calculation	56,807	56,807	18,233

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



## GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES

(An Exploration Stage Company)

## Consolidated Statements of Cash Flows

Three Months Ended September 30, 2013 and 2012 and for the cumulative period

July 1, 2002 (inception of exploration activities) to September 30, 2013

(Unaudited)

	Three Months Ended September 30, 2013 CDN\$000's	Three Months Ended September 30, 2012 CDN\$000's	July 1, 2002 to September 30, 2013 CDN\$000's
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net (loss) attributable to Golden River stockholders	(644 )	(456 )	(26,567 )
Adjustments to reconcile net income attributable to Golden River stockholders to net cash (used) in operating activities			
Foreign currency exchange (gain)/loss	(2 )	3	550
Stock based compensation	-	-	2,721
Loss on equity investment	-	-	867
(Loss)/gain on sale /revaluation of marketable investment	(3 )	-	(299 )
Allowance for doubtful debt	586	-	2,785
Gain on disposal of discontinued operations	-	-	(5,542 )
Accrued interest added to principal	-	-	173
Net change net of disposition and acquisition in:			
Receivables	-	(252 )	(860 )
Staking deposit	-	-	22
Prepaid expenses and deposits	(1 )	10	(2 )
Accounts payable and accrued expenses	(5 )	(115 )	(50 )
Net Cash (Used) in Operating Activities	(69 )	(810 )	(26,202 )
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Acquisition of majority owned subsidiary, net of cash acquired	-	-	(11,555 )
Proceeds of disposal of subsidiary(net)	-	-	4,048
Proceeds from sale of marketable securities	-	-	783
Purchase of plant and equipment	-	-	(25 )
Net Cash (Used) In Investing Activities	-	-	(6,749 )
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Borrowings from affiliates	65	461	6,458
Advances and repayments to affiliates	(651 )	-	(8,625 )
Proceeds from issuance of stock	-	-	13,861
Sale of warrants (net)	-	-	4,749

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Re-purchase of warrants	-	-	(579	)
Proceeds from loan payable	-	-	3,261	
Net Cash Provided by/(Used) In Financing Activities	(586	)	461	19,125
<b>DISCONTINUED OPERATIONS</b>				
Operating activities	-	(536	)	14,601
Investing activities	-	825		109
Financing activities	-	60	(780	)
Net cash flows Provided By discontinued operations	-	349		13,930
Effects of Exchange Rate on Cash	2	(2	)	(101
			)	3
Net Increase/(Decrease) in Cash	(653	)	(2	)
Cash at Beginning of Period	656		11	-
Total Cash at End of Period	3		9	3
<b>Supplemental Disclosures</b>				
Interest Paid	-	-		340
<b>NON CASH FINANCING ACTIVITY</b>				
Debt repaid through issuance of shares	-	-		5,771
Stock options recorded as deferred compensation	-	-		1,258
Extinguishment of related party debt	-	-		593
Stock issued for acquisition of properties	-	-		627

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

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
 (An Exploration Stage Company)  
 Consolidated Statements of Stockholders' Equity (Deficit)  
 September 30, 2013  
 and for the cumulative period July 1, 2002  
 (inception of exploration activities) to September 30, 2013  
 (Unaudited)

	Common Shares 000's	Treasury Stock at Cost CDN\$000's	Additional Paid-in Capital CDN\$000's	Retained Profit/(Deficit) during the Exploration stage CDN\$000's	Retained (Deficit) prior to Exploration stage CDN\$000's	Deferred Compensation CDN\$000's	Non- controlling Interests CDN\$000's	Total CDN\$000's
Balance June 30, 2002	635	-	\$ (19 )	\$ 24,061	-	\$ (25,209)	-	\$ (1,167)
Net (loss)	-	-	-	\$ (639 )	-	-	-	(639 )
Balance June 30, 2003	635	-	\$ (19 )	\$ 24,061	\$ (639 )	\$ (25,209)	-	\$ (1,806)
Issuance of 175,398 shares and warrants in lieu of debt repayment	175	-	-	\$ 2,331	-	-	-	\$ 2,331
Sale of 167,000 shares and warrants	167	-	-	\$ 2,221	-	-	-	\$ 2,221
Issuance of 694,306 shares on cashless exercise of options	694	-	-	-	-	-	-	\$ 0
Net (loss)	-	-	-	\$ (1,933 )	-	-	-	\$ (1,933)
Balance June 30, 2004	1,671	-	\$ (19 )	\$ 28,613	\$ (2,572 )	\$ (25,209)	-	\$ 813
Issuance of 140,000 options under 2004 stock option plan	-	-	-	\$ 1,646	-	-	\$ (1,646)	\$ 0

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Amortization of 140,000 options under 2004 stock option plan	-	-	-	-	-	-	\$ 1,095	-	\$ 1,095
Net (loss)	-	-	-	-	\$ (3,173 )	-	-	-	\$ (3,173 )
Balance June 30, 2005	1,671	-	\$ (19 )	\$ 30,259	\$ (5,745 )	\$ (25,209)	\$ (551 )	-	\$ (1,265 )
To eliminate deferred compensation against Additional Paid-In Capital	-	-	-	\$ (551 )	-	-	\$ 551	-	\$ 0