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 September 30, 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 ¨ No x

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 ¨ No x

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 September 30, 2013, there were 81,237,996 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.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company s management. The Company s independent auditor has not performed a review of these financial statements in accordance with the standards established by the Public Company Accounting Oversight Board for a review of interim financial statements by an entity s auditor due to outstanding liabilities payable to the auditor. The Company intends to have the financial statements reviewed and update this filing upon settlement of the outstanding liabilities with its auditor.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Balance Sheets

As Of

	September 30 2013 (Unaudited)	December 31, 2012 (Audited)
ASSETS		
Current Assets		
Cash	$ 611	$ 11,091
Accounts receivable	10,607	18,643
Notes receivable	11,250	11,250
Total Current Assets	22,468	40,984
Other Assets		
Equipment	4,133	5,143
Mineral property interests	2,733,166	2,321,000
Total Other Assets	2,737,299	2,326,143
Total Assets	$ 2,759,767	$ 2,367,128
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		

	$	$
Bank indebtedness	-	-
Accounts payable and accrued liabilities	352,348	261,856
Advances from stockholders	395,886	291,130
Dividends payable	62,400	62,400
Due on mineral rights acquisition current portion	559,000	634,000
Total Current Liabilities	1,369,634	1,249,385
Long Term Liabilities		
Due on mineral rights acquisition	957,000	900,000
Total Liabilities	2,326,634	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
Common stock**,** $0.0001 par value; 400,000,000 shares authorized; 81,237,996 shares issued and outstanding (December 31, 2012 -92,859,893)	8,118	7,555
Deferred stock based Compensation	(221,319)	(1,217,254)
Additional paid-in capital	4,707,827	3,013,477
Stock to be issued	983,906	2,046,455
Subscriptions receivable	(25,000)	(195,000)
Accumulated other comprehensive (loss) income	(8,515)	(3,647)
Retained Earnings	(3,429,001)	(3,433,868)
Current Earnings	(1,582,907)	-
Total Stockholders' Equity	433,133	217,742
	$	$
Total Liabilities and Stockholders' Equity	2,759,767	2,367,128

See accompanying notes to the financial statements.

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Joshua Gold Resources Inc.

(An Exploration Stage Company)

Statements of Operations and Comprehensive Loss

(Unaudited)

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012
OPERATING EXPENSES		
Management fees	189,989	23,550
Consulting fees	201,989	283,021
Exploration	-	1,009
Professional fees	1,000	53,201
General and administrative	4,808	13,446
Interest	10,558	7,066
Depreciation	336	336
TOTAL OPERATING EXPENSES	408,680	381,629
LOSS FROM CONTINUING OPERATIONS	(408,680)	(381,629)
Loss from discontinued operations	-	-
	$	
NET LOSS	(408,680)	(381,629)
OTHER COMPREHENSIVE (LOSS) INCOME		
Foreign currency translation		-
	$	
COMPREHENSIVE LOSS	(408,680)	(381,629)
$	$	
LOSS PER WEIGHTED NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED	(0.00)	(0.00)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED	82,522,134	94,996,261

See accompanying notes to the financial statements.

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Joshua Gold Resources Inc.

(An Exploration Stage Company)

Statements of Operations and Comprehensive Loss

(Unaudited)

	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012	For the Period from Inception July 10, 2009 to September 30, 2013
OPERATING EXPENSES			
Management fees	$ 569,967	$ 374,291	$ 1,773,764
Consulting fees	807,742	567,851	1,645,476
Exploration	28,875	110,115	321,540
General and administrative	78,232	135,026	276,923
Professional fees	68,160	87,759	291,932
Interest	28,922	18,107	72,568
Depreciation	1,009	1,009	17,575
Loss on Disposal of mineral rights	-	-	112,686
TOTAL OPERATING EXPENSES	1,582,907	1,294,158	4,512,464
LOSS FROM CONTINUING OPERATIONS	(1,582,907)	(1,294,158)	(4,512,464)
Loss from discontinued operations	-	-	(441,486)
NET LOSS	$ (1,582,907)	$ (1,294,158)	$ (4,953,950)
OTHER COMPREHENSIVE INCOME			
Foreign currency translation	-	-	(3,647)
COMPREHENSIVE LOSS	$ (1,582,907)	$ (1,294,158)	$ (4,957,597)
LOSS PER WEIGHTED NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED	$ (0.00)	$ (0.00)	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED	82,522,134	95,464,907	

See accompanying notes to the financial statements.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Statements of Cash Flows

(Unaudited)

	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012	Period from Inception (July 10, 2009) to September 30, 2013
CASH FLOWS FOR CONTINUING OPERATIONS			
OPERATING ACTIVITIES			
	$	$	$
Loss from continuing operations	(1,582,907)	(1,294,158)	(4,512,464)
Adjustments for non-cash items:			
Depreciation	1,009	1,009	17,575
Stock-based compensation	1,254,727	735,841	2,901,562
Accrued interest on advances from stockholders	28,922	18,107	72,568
Loss on disposal of mineral rights	-	-	112,686
Adjustments for changes in working capital:			
Accounts receivable	8,036	12,046	(10,607)
Prepaid expenses	-	-	-
Accounts payable and accrued liabilities	90,493	125,482	352,348
NET CASH USED IN OPERATING ACTIVITIES FROM CONTINUING OPERATIONS	(199,720)	(401,673)	(1,066,332)
FINANCING ACTIVITIES			
Notes receivable	-	-	(11,250)
Advances from stockholders	104,756	102,700	317,155
Due on mineral rights acquisition	(18,000)	(32,500)	(45,663)
Shares issued for mineral rights acquisition	450,000	-	450,000
Repurchase of Common shares	(3,500)	-	(3,500)
Proceeds on issuance of capital stock	78,575	336,000	1,122,891
NET CASH PROVIDED BY FINANCING ACTIVITIES FROM CONTINUING OPERATIONS	611,831	406,200	1,829,633
INVESTING ACTIVITIES			
Deposit on mineral rights	(412,166)	-	(655,416)
Acquisition of equipment	-	-	(6,622)
NET CASH USED IN INVESTING ACTIVITIES FROM CONTINUING OPERATIONS	(412,166)	-	(662,038)
NET (DECREASE) INCREASE IN CASH FROM CONTINUING OPERATIONS	(55)	4,527	101,263
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:			
Liabilities from discontinued operations	-	-	4,454
NET CASH USED IN OPERATING ACTIVITIES FROM DISCONTINUED OPERATIONS	-	-	(164,960)
FINANCING ACTIVITIES			
Issuance of common stock for cash	-	-	
NET CASH PROVIDED BY FINANCING ACTIVITIES FROM DISCONTINUED OPERATIONS	-	-	
NET DECREASE IN CASH FROM DISCONTINUED OPERATIONS	-	-	(164,960)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(10,425)	2,720	69,865
NET (DECREASE) INCREASE IN CASH	(10,480)	7,247	611
CASH, BEGINNING OF PERIOD	11,091	24,566	
CASH, END OF PERIOD	$ 611	$ 31,813	$ 611

See accompanying notes to the financial statements.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Financial Statements

For the Period from Inception (July 10, 2009) to September 30, 2013

(Unaudited)

1.

Nature of Operations

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 currently has the rights to three mineral properties, the Garrett Property in Ontario, Canada, and the Elijah Property in Shining Tree, Ontario, Canada, and the Kenty Property in Ontario, Canada. There has been no determination whether the Company s interests in unproven mineral properties contain mineral reserves, which are economically recoverable.

2.

Basis of Presentation

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Security and Exchange Commission ("SEC") Form 10-Q and Article 8 of SEC Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine months ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

3.

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 $1,582,907 for the period ended September 30, 2013, and a working capital deficit of $1,347,166 as of September 30, 2013. 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.

4.

Mineral Property Interests

	Mineral Properties
Carson Property acquisition (a)	$ 185,186
Garrett Property acquisition (b)	200,000
Balance at December 31, 2011	**385,186**
Elijah Property acquisition (c)	145,000
Kenty Property acquisition (d)	1,976,000
Carson Property disposition (a)	(185,186)
Balance at December 31, 2012	**$ 2,321,000**
Mortimer Property acquisition (e)	234,166
Coppell Property acquisition (f)	28,000
Neville Property acquisition (g)	150,000
Cree Property acquisition (h)	650,000
Balance at December 31, 2012	**$ 3,383,166**
Cree Property disposal (h)	(650,000)
Balance at September 30, 2013	**$ 3,383,166**

a)

Carson Property

On December 23, 2010, the Company entered into a mineral property acquisition agreement with 2214098 Ontario Ltd. pursuant to which the Company acquired the mining lease to the Carson Property. Under the acquisition agreement, the Company is required to pay:

1.

Cash consideration of $99,060 ($100,000 CAD) to be paid according to an installment schedule between April 30, 2011 and September 30, 2015;

2.

Equity consideration of 1,000,000 shares of common stock to be issued on or before March 30, 2011; and

3.

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

The Carson Property is 1,812 acres in area and is located north-north-west of the City of Yellowknife, in the Northwest Territories, Canada. The Company s interest in the property consists of a 21 year mining lease, which expires on June 30, 2024 and for which the Company is responsible for making annual lease payment of $1,141, in order to keep the lease in good standing.

In accordance with the Company s accounting policy, the only costs related to the property that can be capitalized are the costs of acquisition of a mineral interest from a third party. As such, annual lease payments are expensed as incurred. The capital cost of the lease is amortized on the straight-line basis over the remaining term of the lease. For the year ended December 31, 2011, amortization on the Carson Property totaled $14,978.

On December 13, 2012, the Company terminated its acquisition agreement for the Carson Lake Property with 2214098 Ontario Ltd. Under the terms of the agreement, the Company returned the property to the vendor, and both parties are released from any further obligation under the agreement. The Company has reflected the termination as a loss on disposal of mineral property on the statement of operations of $112,686.

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b)

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 CDN$50,000 and 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.

c)

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 located in the Townships of Churchill and Asquith, Ontario, Canada (the Lucas Property). As consideration for the sale of the Lucas Property, the Company agreed to deliver the following to Shining Tree in the manner set forth below:

1)

CDN$50,000 according to the following schedule:

(a)

CDN$10,000 upon execution of the Agreement;

(b)

CDN$15,000 due on March 30, 2012;

(c)

CDN$15,000 due on June 30, 2012; and

(d)

CDN$10,000 due on July 30, 2012.

2)

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

3)

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

d)

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 within three (3) business days following the closing date.

(b)

February 4, 2013.

(i)

CDN$100,000 on or before February 4, 2013; and

(ii)

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

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(c)

April 4, 2013.

(i)

CDN$150,000 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 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 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 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 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 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 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 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 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 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.

e)

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)

CDN$4,000 within ten (10) days following the Closing Date;

(b)

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.

f)

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. CDN$25,000 within ten (10) business days following the Closing Date;

(b)

After the Closing Date.

(i)

CDN$100,000 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 in the Red Pine Agreement, 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.

(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.

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g)

Neville Claims.

On June 3, 2013, the Company entered into and closed a mineral property acquisition agreement (the Neville Agreement) with Midnight Capital Corp., an entity formed under the laws of Canada (MCC), pursuant to which MCC agreed to sell to Company an undivided one hundred percent (100%) interest in and to certain mineral interests consisting of six (6) staked land claims located in the Townships of Neville and St. Louis, Ontario, Canada (the Neville Property). As consideration for the sale of the Neville Property, the Company paid CDN$1 and issued 500,000 shares of the Company s common stock. Scott Keevil is the president and sole shareholder of MCC. Immediately prior to the closing of the Neville Agreement, Mr. Keevil held a 4.63% beneficial ownership interest in the Company.

h)

Cree Lake Property Claims.

On June 25, 2013, the Company entered into and closed a mineral property acquisition agreement (the Cree Lake Agreement) with MCC, pursuant to which MCC agreed to sell to Company an undivided one hundred percent (100%) interest in and to certain mineral interests found on property located in the Township of Swayze in the Province of Ontario, Canada (the Cree Lake Property Claims). As consideration for the sale of the Cree Lake Property Claims, the Company agreed to pay CDN$200,000 and issue 1,500,000 shares of the Company s common stock. Immediately prior to the closing of the Cree Lake Agreement, Mr. Keevil held a 5.23% beneficial ownership interest in the Company.

In addition, the Company shall pay to Mantis Mineral Corp. (Mantis) a royalty in the amount of one and one-half percent (1.5%) Net Returns (as defined in the Cree Lake Agreement) from any production on the Cree Lake Property Claims on the terms and conditions as set out in the Cree Lake Agreement (the Mantis NSR). Notwithstanding the foregoing, the Company may, at any time after closing, repurchase one-half (1/2) of the Mantis NSR (equal to seventy-five hundredths percent (0.75%) Net Returns) from Mantis for additional consideration of CDN$1,500,000.

The Cree Lake Property Claims are subject to a NSR (as defined in the Cree Lake Agreement) providing for a royalty payment by the Company in the amount of one and one-half percent (1.5%) from any production on claim numbers 4203295, 4203275, 4203296, and 4209811. This NSR was granted in favor of Mr. Richard Rintala and Mr. Cecil Johnson prior to the execution of the Cree Lake Agreement.

The Cree Lake Property Claims are also subject to the Elcora Option (as defined in the Cree Lake Agreement) entered into between Elcora Resources Corp. (Elcora) and Mantis on October 3, 2012. The Elcora Option provides Elcora the right to acquire a fifty-one percent (51%) undivided interest in the Cree Lake Property Claims by making cash payments in the amount of CDN$50,000, issuing 3,000,000 common shares of Elcora, and completing work programs on the Cree Lake Property Claims with a total minimum value of CDN$1,000,000 over a four (4) year period. Mantis is entitled to the first payment under the Elcora Option consisting of CDN$25,000 and 300,000 common shares of Elcora. Thereafter, the Company is entitled to receive all subsequent payments made under the Elcora Option so long as the Company remains the sole holder of the Cree Lake Property Claims.

As at September 30, 2013 the Company had failed to make the required payment of CDN$200,000 and the Cree Property reverted back to MCC. The Company issued 1,500,000 shares of the Company s common stock on June 25, 2013 in consideration of the Cree Property, which the Company intends to cancel. However, the shares remain outstanding as of September 30, 2013. The parties have terminated the Cree Lake Agreement without further obligations or penalty.

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 Rights Acquisitions

	September 30, 2013 (Unaudited)	December 31, 2012 (Audited)
Due to Red Pine Inc. re Mortimer Property	$ 50,000	$ -
Due to Firelake Resources Inc. re Eric & Huffman Property	51,000	44,000
Due to Mclay re Kenty Property	1,325,000	1,450,000
Due to Hadrian Ventures re Kenty Property	50,000	50,000
Due to Shining Tree re Churchill & Asquith Property	40,000	40,000
	1,516,000	**1,534,000**
Less: current portion	559,000	(634,000)
Long-Term Debt	**$ 957,000**	**900,000**

The Company is required to make certain payments in respect of its 2011 acquisition of the Garrett Property and 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 (three months)	$ 559,000
2014	657,000
2015	300,000
Total	**$ 1,516,000**

As of June 30, 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

During the nine months ended September 30, 2013, the Company issued no shares of common stock pursuant to private placement transactions.

During the nine months ended September 30, 2013, the Company issued 299,099 shares of common stock to directors of the Company for services rendered. These transactions have been recorded as stock-based compensation with a total value of $105,550.

During the nine months ended September 30, 2013, the Company issued 40,000 shares of common stock to Shelly Moretti and Jaques Robert (note 4) in relation to previous mineral rights acquisitions. As of December 31, 2012, these shares were recorded within shares to be issued for $12,000.

b)

Stock To Be Issued

As of September 30, 2013, the Company has yet to issue 353,333 shares of common stock to Shining Tree and Michael Tremblay (note 4), in relation to a mineral rights acquisition.

As of September 30, 2013, the Company has yet to issue 4,303,020 shares of common stock to directors and consultants for services rendered. The Company has recorded stock-based compensation and stock to be issued of $1,290,906 in respect of these obligations.

c)

Subscriptions Receivable

During the nine months ended September 30, 2013, the Company has received payments of $103,247 related to subscriptions receivable, and recorded additional $63,500 subscriptions receivable for shares issued.

d)

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, 2010	-	-	-
Granted	3,723,397	0.387	-
Expired	-	-	-
Cancelled	-	-	-
Exercised	-	-	-
Balance December 31, 2011	-	-	-
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	0.446	0.727
Expired	-	-	-
Cancelled	-	-	-
Exercised	-	-	-
Balance September 30, 2013	2,269,247	$ 0.446	0.727

On various dates between January 1, 2013 and September 30, 2013, the Company issued 266,667 warrants in connection with its private placements of common stock. Each warrant entitles the holder to purchase 1 share of common stock of the Company at exercise prices ranging from $0.30 to $0.60 per share for a term of 1 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.

e)

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.

During the nine months ended September 30, 2013, the Company issued 52,734 shares of common stock and a further 246,365 shares became issuable in connection with stock-based compensation arrangements. These shares were valued at $0.30 per share and resulted in compensation expense of $102,820. These fees were recorded as a component of consulting fees in the amount of $102,820 and management fees in the amount of NIL on the statement of operations.

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.

During the nine months ended September 30, 2013, the Company issued 52,734 shares of common stock as compensation to directors and officers of the Company. As of September 30, 2013, an additional 246,365 shares of common stock are due to be issued to directors and officers of the Company. Stock-based compensation of $102,820 was recorded in relation to these shares.

8.

Financial Instruments

Fair Values

The Company s financial instruments consist of cash, accounts receivable, notes receivable, accounts payable and accrued liabilities, advances from stockholders, dividends payable, 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.

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 dollars. 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. Accounts receivables are harmonized sales taxes due from the Canadian government and notes receivable are due from stockholders of the Company.

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 ability to build and achieve profitable operations. The Company is exposed to market risk on the price of gold, which will determine the profitability of future 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, Acquisitions of Current Mineral Property Holdings, 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.

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 CDN$50,000 and 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.

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 located in the Townships of Churchill and Asquith, Ontario, Canada (the Lucas Property). As consideration for the sale of the Lucas Property, the Company agreed to deliver the following to Shining Tree in the manner set forth below:

1)

CDN$50,000 according to the following schedule:

(a)

CDN$10,000 upon execution of the Agreement;

(b)

CDN$15,000 due on March 30, 2012;

(c)

CDN$15,000 due on June 30, 2012; and

(d)

CDN$10,000 due on July 30, 2012.

2)

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

3)

complete CDN$200,000 of Expenditures (as defined in the Original and Amended Agreement) on the Lucas Property on or before February 10, 2014. Upon completion of payment for the Lucas Property in the aggregate amount of CDN$50,000 of Expenditures on the Lucas 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 within three (3) business days following the closing date.

(b)

February 4, 2013.

(i)

CDN$100,000 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 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 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 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 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 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 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 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 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 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 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.

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)

CDN$4,000 within ten (10) days following the Closing Date;

(b)

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.

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)

<u>On the Closing Date</u>. CDN$25,000 within ten (10) business days following the Closing Date;

(b)

After the Closing Date.

(i)

CDN$100,000 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 in the Red Pine Agreement, 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.

(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.

Neville Claims. On June 3, 2013, the Company entered into and closed a mineral property acquisition agreement (the Neville Agreement) with Midnight Capital Corp., an entity formed under the laws of Canada (MCC), pursuant to which MCC agreed to sell to Company an undivided one hundred percent (100%) interest in and to certain mineral interests consisting of six (6) staked land claims located in the Townships of Neville and St. Louis, Ontario, Canada (the Neville Property). As consideration for the sale of the Neville Property, the Company paid CDN$1 and issued 500,000 shares of the Company s common stock. Scott Keevil is the president and sole shareholder of MCC. Immediately prior to the closing of the Neville Agreement, Mr. Keevil held a 4.63% beneficial ownership interest in the Company.

The following table sets forth the conversion to U.S. Dollars for all amounts presented in Canadian Dollars in this Current Business of Issuer, Acquisitions of Current Mineral Property Holdings, and Recent Material Transactions section. All currency conversions are approximate and expressed as of September 30, 2013.

CDN	**USD**	**CDN**	**USD**
$1	$0.97	$150,000	$145,462
$4,000	$3,879	$200,000	$193,949
$10,000	$9,697	$300,000	$290,923
$15,000	$14,546	$750,000	$727,308
$25,000	$24,244	$1,000,000	$969,744
$50,000	$48,487	$1,500,000	$1,454,616
$100,000	$96,974	$2,000,000	$1,939,488

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 September 30, 2013, we had cash on hand of $611 and current liabilities of $1,369,634. 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 used in operating activities. During the nine months ended September 30, 2013, net cash used in operating activities was $199,720 compared with $401,673 used in operating activities for the nine months ended September 30, 2012. The cash flow used in operating activities in the nine months ended September 30, 2013 was primarily the result of management and consulting fees during the period, which was partially offset primarily by adjustments for stock-based compensation. The cash flow used in operating activities in the nine months ended September 30, 2012 was primarily the result of exploration, administration, management and consulting fees, which was partially offset primarily by adjustments for stock-based compensation.

Net cash used in investing activities. During the nine months ended September 30, 2013, net cash used in investing activities was $412,166 compared with $Nil for the nine months ended September 30, 2012. The cash flow used in investing activities in the nine months ended September 30, 2013 was primarily the result of the acquisition of mineral rights.

Net cash provided by financing activities. During the nine months ended September 30, 2013, net cash provided by financing activities was $611,831 compared with $406,200 provided by financing activities for the nine months ended September 30, 2012. The cash flow provided by financing activities in the nine months ended September 30, 2013 was primarily the result of issuance of shares for mineral rights acquisitions and shareholder advances. The cash flow provided by financing activities in the nine months ended September 30, 2012 was primarily the result of proceeds received on issuance of shares and shareholder advances.

Results of Operations

Comparison of Three Months Ended September 30, 2013, to Three Months Ended September 30, 2012

We did not earn any revenues during the three months ended September 30, 2013, and September 30, 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 September 30, 2013 from $23,550 for the three months ended September 30, 2012. The increase in management fees was primarily attributable to recognition of deferred compensation.

Consulting Fees. Consulting fees decreased to $201,989 for the three months ended September 30, 2013 from $283,021 for the three months ended September 30, 2012. The decrease in consulting fees was primarily attributable to decrease in activity.

Exploration Expenses. Exploration expenses decreased to $Nil for the three months ended September 30, 2013 from $1,009 for the three months ended September 30, 2012. The decrease in exploration expenses was primarily due to decreased activity.

General and Administrative Expenses. General and administrative expenses decreased to $4,808 for the three months ended September 30, 2013 from $13,446 for the three months ended September 30, 2012. The decrease in general and administrative expenses was primarily related to decreased activity.

Professional Fees. Professional fees decreased to $1,000 for the three months ended September 30, 2013 from $53,201 for the three months ended September 30, 2012. The decrease in professional fees was primarily due to decreased activity.

Interest Expense. Interest expense increased to $10,558 for the three months ended September 30, 2013 from $7,066 for the three months ended September 30, 2012. The increase in interest expense was primarily due to increased debt financing used to maintain operations.

Depreciation. Depreciation expenses were $336 for the three months ended September 30, 2013 and $336 for the three months ended September 30, 2012. The relative stability of the depreciation expenses was due to stability in depreciable assets over the periods.

Net Income (loss). For the three months ended September 30, 2013, we incurred a net loss of $(408,680) as compared to a net loss of $(381,629) for the three months ended September 30, 2012. The increase in net loss was primarily a result of recognition of deferred compensation.

Comparison of Nine Months Ended September 30, 2013 to Nine Months Ended September 30, 2012

Management Fees. Management fees increased to $569,967 for the nine months ended September 30, 2013 from $374,291 for the nine months ended September 30, 2012. The increase in management fees was primarily attributable to recognition of deferred compensation.

Consulting Fees. Consulting fees increased to $807,742 for the nine months ended September 30, 2013 from $567,851 for the nine months ended September 30, 2012. The increase in consulting fees was primarily attributable to increase in financing activity.

Exploration Expenses. Exploration expenses decreased to $28,875 for the nine months ended September 30, 2013 from $110,115 for the nine months ended September 30, 2012. The decrease in exploration expenses was primarily due to decreased activity.

General and Administrative Expenses. General and administrative expenses decreased to $78,232 for the nine months ended September 30, 2013 from $135,026 for the nine months ended September 30, 2012. The decrease in general and administrative expenses was primarily related to decrease in activity.

Professional Fees. Professional fees decreased to $68,160 for the nine months ended September 30, 2013 from $87,759 for the nine months ended September 30, 2012. The decrease in professional fees was primarily due to lower audit fees.

Interest Expense. Interest expense increased to $28,922 for the nine months ended September 30, 2013 from $18,107 for the nine months ended September 30, 2012. The increase in interest expense was primarily due to increased debt financing used to maintain operations.

Depreciation. Depreciation expenses were $1,009 for the nine months ended September 30, 2013 from $1,009 for the nine months ended September 30, 2012. The relative stability of the depreciation expenses was due to stability in depreciable assets over the periods.

Net Income (loss). For the nine months ended September 30, 2013, we incurred a net loss of $(1,582,907) as compared to a net loss of $(1,294,158) for the nine months ended September 30, 2012. The increase in net loss was primarily a result of recognition of deferred compensation and increase in consulting fees in raising funds to finance ongoing operations.

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 September 30, 2013, the Company did not issue any shares of the Company s stock.

(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.

Cree Lake Property Claims. On June 25, 2013, the Company entered into and closed a mineral property acquisition agreement (the Cree Lake Agreement) with MCC, pursuant to which MCC agreed to sell to Company an undivided one hundred percent (100%) interest in and to certain mineral interests found on property located in the Township of Swayze in the Province of Ontario, Canada (the Cree Lake Property Claims). As consideration for the sale of the Cree Lake Property Claims, the Company agreed to pay CDN$200,000 and issue 1,500,000 shares of the Company s common stock. Immediately prior to the closing of the Cree Lake Agreement, Mr. Keevil held a 5.23% beneficial ownership interest in the Company.

In addition, the Cree Lake Agreement required the Company to pay to Mantis Mineral Corp. (Mantis) a royalty in the amount of one and one-half percent (1.5%) Net Returns (as defined in the Cree Lake Agreement) from any production on the Cree Lake Property Claims on the terms and conditions as set out in the Cree Lake Agreement (the Mantis NSR). Notwithstanding the foregoing, the Cree Lake Agreement provided that the Company may, at any time after closing, repurchase one-half (1/2) of the Mantis NSR (equal to seventy-five hundredths percent (0.75%) Net Returns) from Mantis for additional consideration of CDN$1,500,000.

The Cree Lake Property Claims are subject to a NSR (as defined in the Cree Lake Agreement) providing for a royalty payment by the Company in the amount of one and one-half percent (1.5%) from any production on claim numbers 4203295, 4203275, 4203296, and 4209811. This NSR was granted in favor of Mr. Richard Rintala and Mr. Cecil Johnson prior to the execution of the Cree Lake Agreement.

The Cree Lake Property Claims are also subject to the Elcora Option (as defined in the Cree Lake Agreement) entered into between Elcora Resources Corp. (Elcora) and Mantis on October 3, 2012. The Elcora Option provides Elcora the right to acquire a fifty-one percent (51%) undivided interest in the Cree Lake Property Claims by making cash payments in the amount of CDN$50,000, issuing 3,000,000 common shares of Elcora, and completing work programs on the Cree Lake Property Claims with a total minimum value of CDN$1,000,000 over a four (4) year period. Mantis is entitled to the first payment under the Elcora Option consisting of CDN$25,000 and 300,000 common shares of Elcora. Thereafter, the Cree Lake Agreement provided for the Company to receive all subsequent payments made under the Elcora Option so long as the Company remains the sole holder of the Cree Lake Property Claims.

As of September 30, 2013 the Company had failed to make the required payment of CDN$200,000 and the Cree Property reverted back to MCC. The Company issued 1,500,000 shares of the Company s common stock on June 25, 2013 in consideration of the Cree Property, which the Company intends to cancel. However, the shares remain outstanding as of September 30, 2013. The parties have terminated the Cree Lake Agreement without further obligations or penalty.

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	License Agreement, by and between Company and GSN Dreamworks, Inc., entered into June 4, 2010
*10.2	License Agreement, by and between Company and R&B Cormier Enterprises Inc., entered into on June 4, 2010
*10.3	Consulting Agreement, by and between Company and Mr. Luc Duchesne, entered into on June 4, 2010
*10.4	Consulting Agreement, by and between Company and Mr. Rob Cormier, entered into on June 4, 2010

Exhibit	Description
*10.6	Mineral Property Acquisition Agreement, by and between Company and Shining Tree Resources Corp., entered into on February 7, 2012
*10.7	Mineral Property Acquisition Agreement, by and between Company and Brian McClay, entered into on October 4, 2012
*10.8	Mineral Property Acquisition Agreement, by and between Company and Shelly Moretti, Jacques Robert, and Michael Tremblay, entered into on January 17, 2013
*10.9	Mineral Property Acquisition Agreement, by and between Company and Red Pine Exploration Inc., entered into on February 11, 2013
*10.10	Mineral Property Acquisition Agreement, by and between Company and MCC, entered into on June 3, 2013.
*10.11	Mineral Property Acquisition Agreement, by and between Company and MCC, entered into on June 25, 2013.
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: November 14, 2013	By:	/s/ Benjamin Ward Benjamin Ward President, Chief Executive Officer (Principal Executive Officer) and Director
	Joshua Gold Resources Inc.	
Dated: November 14, 2013	By:	/s/ Dino Micacchi Dino Micacchi Chief Financial Officer (Principal Financial Officer)