

JOSHUA GOLD RESOURCES INC
Form 424B3
November 20, 2018
PROSPECTUS SUPPLEMENT NO. 1

FILED PURSUANT TO RULE 424(b)(3)

TO PROSPECTUS DATED

REGISTRATION STATEMENT NO.

AUGUST 10, 2018

333-226315

JOSHUA GOLD RESOURCES INC.

5,000,000 Shares of Common Stock Offered by Joshua Gold Resources Inc.

62,912,797 Shares of Common Stock Offered by Selling Stockholders

This Prospectus Supplement No. 1 supplements our Prospectus dated August 11, 2018 (the Prospectus) that forms a part of our Registration Statement on Form S-1 (Securities and Exchange Commission File No. 333-226315). This Prospectus Supplement No. 1 is being filed to update and supplement certain information contained in the Prospectus with the information contained in our Quarterly Reports on Form 10-Q for the quarterly periods ended September 30, 2018, and June 30, 2018, filed with the Securities and Exchange Commission on November 14, 2018, and August 13, 2018, respectively (the Quarterly Reports). Accordingly, we have attached the Quarterly Reports to this Prospectus Supplement. This Prospectus Supplement No. 1 should be read in conjunction with the Prospectus, which is required to be delivered with this Prospectus Supplement. If there is any inconsistency between the information in the Prospectus and this Prospectus Supplement, you should rely on the information in this Prospectus Supplement.

These securities involve a high degree of risk. You should carefully consider the risks identified under the caption Risk Factors beginning on Page 2 of the Prospectus and under similar headings in any amendments or supplements to the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of any of these securities or passed upon the adequacy or accuracy of the Prospectus or this

Prospectus Supplement. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is November 19, 2018.

INDEX TO FILINGS

Attachment

Quarterly Report on Form 10-Q for the quarterly period

A

ended September 30, 2018

Quarterly Report on Form 10-Q for the quarterly period

B

ended June 30, 2018

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, 2018

**“ 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.)

35 Perry Street, Woodstock, Ontario, Canada N4S 3C4

(Address of principal executive offices)

(877) 539-6109

(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

Indicated by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes No

Check whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller

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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
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of November 14, 2018, there were 121,041,942 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.

The Unaudited Condensed Consolidated Financial Statements of Joshua Gold Resources Inc., a Nevada corporation (the Company, Joshua Gold, we, our, us and words of similar import) were prepared by management and company on the following page, together with related notes. In the opinion of management, the Unaudited Condensed Consolidated Financial Statements fairly present the financial condition of the Company.

Joshua Gold Resources Inc.

Index to the Unaudited Condensed Interim Financial Statements

Unaudited Condensed Interim Balance Sheets as at September 30, 2018 and December 31, 2017

Unaudited Condensed Interim Statements of Operations for the three month and the nine month periods ended September 30, 2018 and September 30, 2017

Unaudited Condensed Interim Statements of Stockholders' Equity (Deficit) for the nine month periods ended September 30, 2018 and September 30, 2017

Unaudited Condensed Interim Statements of Cash Flows for the nine month periods ended September 30, 2018 and September 30, 2017

Notes to Unaudited Condensed Interim Financial Statements for the three month the nine month periods ended September 30, 2018 and September 30, 2017

Joshua Gold Resources Inc.**(An Exploration Stage Company)****Unaudited Condensed Interim Balance Sheets****Presented in US Dollars**

| | September 30, | December 31, |
|---|----------------------|-----------------------|
| As at | 2018 | 2017 (Audited) |
| ASSETS | | |
| Current Assets | | |
| Cash | \$ 6,776 | \$ 4,105 |
| Accounts receivable | 7,063 | 29,927 |
| Notes receivable (Note 7) | 29,698 | 29,698 |
| Total Current Assets | 43,537 | 63,730 |
| Other Assets | | |
| Mineral properties interests (Note 3) | 1 | 1 |
| Total Assets | \$43,538 | \$ 63,731 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current Liabilities | | |
| Accounts payable | \$ 328,874 | \$ 279,038 |
| Accrued liabilities | 11,428 | 50,189 |
| Advances from stockholders (Note 4) | 253,302 | 210,784 |
| Dividends payable | 255,754 | 255,754 |
| Amounts due on mineral properties acquisition (Note 5) | 38,350 | 37,238 |
| Total Liabilities | 887,708 | 833,003 |
| Stockholders' Equity | | |
| Preferred stock, \$0.0001 par value; 100,000,000 shares authorized; 240,000 shares issued and outstanding (December 31, 2017 240,000) (Note 6) | 24 | 24 |
| Common stock, \$0.0001 par value; 400,000,000 shares authorized; 121,041,942 shares issued and outstanding (December 31, 2017 121,368,942) (Note 6) | 12,095 | 12,127 |
| Additional paid-in capital (Note 6) | 9,095,193 | 9,095,173 |
| Stock to be issued (Note 6) | 1,757,192 | 1,632,192 |
| Accumulated other comprehensive income | 64,152 | 60,149 |
| Accumulated deficit | (11,772,826) | (11,568,937) |
| Total Stockholders' Deficit | (844,170) | (769,272) |
| Total Liabilities and Stockholders' Equity | \$ 43,538 | \$ 63,731 |
| See accompanying notes to the unaudited condensed interim financial statements | | |

Joshua Gold Resources Inc.**(An Exploration Stage Company)****Unaudited Condensed Interim Statements of Stockholders Equity (Deficit)****For the nine month period ended September 30, 2018 and year ended December 31, 2017**

| | Preferred Stock | | Common Stock | | | | Stock to be Issued | Comprehensive Income (Deficit) | Accumulated Other Comprehensive Income (Deficit) | Total Stockholders Equity (Deficit) |
|---|-----------------|--------------|--------------------|-----------------|----------------------------|--------------------|--------------------|--------------------------------|--|-------------------------------------|
| | Shares | Par Value | Shares | Par Value | Additional Paid-in Capital | | | | | |
| December 31, 2016 | 240,000 | \$ 24 | 96,015,496 | \$9,592 | \$7,360,080 | \$2,179,736 | \$ | \$(50,234,228) | \$77,202 | |
| Issuance of stock for cash | | | 699,917 | 70 | 34,936 | 6,667 | | | 41,673 | |
| Stock to be issued for settlement of debt | | | 7,772,443 | 777 | 387,791 | (388,568) | | | - | |
| Issuance of stock for services | | | 1,318,804 | 132 | 68,308 | (8,440) | | | 60,000 | |
| Stock to be issued for services | | | | | | 100,000 | | | 100,000 | |
| Issuance of stock for acquisition of mineral properties | | | 9,350,000 | 935 | 934,065 | 50,000 | | | 985,000 | |
| Stock to be issued for compensation | | | 6,212,282 | 621 | 309,993 | (307,203) | | | 3,411 | |
| Foreign currency translation | | | | | | | 52,554 | | 52,554 | |
| Net Loss | | | | | | | (1,289,639) | | (1,289,639) | |
| Dividends | | | | | | | (45,069) | | (45,069) | |
| December 31, 2017 | 240,000 | \$ 24 | 121,368,942 | \$12,127 | \$9,095,173 | \$1,632,195 | \$60,115 | \$(68,937) | \$(769,272) | |

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| | | | | | | |
|---------------------------------|----------------|--------------|--------------------|-----------------|--------------------|--------------------|
| Stock to be issued for services | | | | 125,000 | | 125,000 |
| Stock cancelled | (327,000) | (32) | 20 | | | (12) |
| Foreign currency translation | | | | 4,003 | | 4,003 |
| Net Loss | | | | | (203,889) | (203,889) |
| Dividends | | | | | | - |
| September 30, 2018 | 240,000 | \$ 24 | 121,041,942 | \$12,095 | \$9,095,193 | \$1,757,192 |
| | | | | | | 64,157,826 |
| | | | | | | (844,170) |

See accompanying notes to the unaudited condensed interim financial statements

Joshua Gold Resources Inc.**(An Exploration Stage Company)****Unaudited Condensed Interim Statements of Operations and Comprehensive Loss**

| | Three months ended September 30, 2018 | Three months ended September 30, 2017 | Nine months ended September 30, 2018 | Nine months ended September 30, 2017 |
|---|--|--|---|---|
| OPERATING EXPENSES | | | | |
| Consulting Fees | \$ 78,750 | \$ 27,549 | \$ 134,000 | \$ 116,995 |
| Professional fees | 23,123 | 7,476 | 56,774 | 57,669 |
| General and administrative costs | 4,194 | 302 | 7,666 | 2,343 |
| Exploration expense | - | 24,586 | 1,315 | 100,653 |
| Foreign exchange | 4,043 | 8,737 | 4,134 | 13,296 |
| Impairment of mineral properties | - | - | - | 992,459 |
| TOTAL OPERATING EXPENSES | 110,110 | 68,650 | 203,889 | 1,283,415 |
| NET LOSS | \$ (110,110) | \$ (68,650) | \$(203,889) | \$(1,283,415) |
| OTHER COMPREHENSIVE INCOME | | | | |
| Foreign currency translation | 2,332 | 50,492 | 4,003 | \$ 50,492 |
| NET LOSS AND COMPREHENSIVE LOSS | \$ (107,779) | \$ (18,158) | \$ (199,886) | \$ (1,232,923) |
| NET LOSS ATTRIBUTED TO | | | | |
| COMMON SHAREHOLDERS | | | | |
| | (107,779) | \$(18,158) | (199,886) | \$(1,232,923) |
| LOSS PER WEIGHTED NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED | | | | |
| | \$ (0.0009) | \$ (0.0001) | \$ (0.0017) | \$ (0.010) |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED | | | | |
| | 121,041,942 | 121,368,942 | 121,041,942 | 121,069,024 |

See accompanying notes to the unaudited condensed interim financial statements

Joshua Gold Resources Inc.**(An Exploration Stage Company)****Unaudited Condensed Interim Statement of Cash Flows**

| As at | Nine months ended September 30, 2018 | Nine months ended September 30, 2017 |
|--|---|---|
| CASH FLOWS FOR CONTINUING OPERATIONS | | |
| OPERATING ACTIVITIES | | |
| Loss from continuing operations | \$ (203,889) | \$ (1,283,415) |
| Adjustments for non-cash items: | | |
| Loss on impairment of mineral properties | - | 992,459 |
| Stock issued for services | - | 55,000 |
| Deferred Premium on flow through shares | - | - |
| Stock based compensation | 125,000 | 75,000 |
| Adjustments for changes in working capital: | | |
| Accounts receivable and other assets | 22,864 | (15,575) |
| Accounts payable and accrued liabilities | 12,175 | (2,081) |
| NET CASH USED IN OPERATING ACTIVITIES | (43,850) | (178,612) |
| FINANCING ACTIVITIES | | |
| Advances from stockholders | 42,518 | 51,600 |
| Proceeds on issuance of capital stock | - | 84,988 |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 42,518 | 136,588 |
| INVESTING ACTIVITIES | | |
| Mineral rights | - | (10,000) |
| NET CASH USED IN INVESTING ACTIVITIES | - | (10,000) |
| EFFECT OF EXCHANGE RATE CHANGES ON CASH | 4,003 | 50,492 |
| NET INCREASE (DECREASE) IN CASH | 2,671 | (1,532) |
| CASH, BEGINNING OF PERIOD | 4,105 | 3,684 |
| CASH, END OF PERIOD | \$ 6,776 | \$ 2,152 |
| SUPPLEMENTARY CASH FLOW INFORMATION | | |
| Income taxes paid | \$ - | \$ - |
| Interest paid | \$ - | \$ - |
| Stock issuances to acquire mineral properties | \$ - | \$ 985,000 |

See accompanying notes to the unaudited condensed interim financial statements

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and nine month periods ended September 30, 2018 and 2017

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, USA.

The Company operates as a mineral exploration business headquartered at 35 Perry Street, Unit 2, Woodstock, Ontario, Canada. Its principal business activity is the acquisition, exploration and development of mineral property interests in Canada. The Company is considered to be in the exploration stage and substantially all of the Company's efforts are devoted to financing and developing these property interests.

The Company has the rights to six mineral properties in Ontario and in the Northwest Territories, Canada. There has been no determination whether the Company's interests in unproven mineral properties contain mineral reserves, which are economically recoverable.

Going Concern

The unaudited condensed interim 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 \$203,889 for the nine months period ended September 30, 2018, and a working capital deficit of \$844,171. As an exploration stage entity, the Company has not yet commenced its mining operations and accordingly does not have any revenue. This casts substantial 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 unaudited condensed interim 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.

2.

Significant Accounting Policies

The accompanying unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America. However, in the opinion of the management of the Company, all adjustments necessary for a fair presentation of the financial position and operating results have been included in these unaudited condensed interim financial statements. These unaudited condensed 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 fiscal year ended December 31, 2017, as filed with the SEC on July 24, 2018. Operating results for the nine months ended September 30, 2018 are not necessarily indicative of the results that may be expected for any subsequent quarters or for the year ending December 31, 2018.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and nine month periods ended September 30, 2018 and 2017

2.

Significant Accounting Policies - continued

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. Some of the Company's more significant estimates include those related to uncollectible receivables, the fair value of stock-based compensation and other equity instruments, and the recoverability of mineral properties. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

Fair Value of Financial Instruments

In accordance with ASC 820, *Fair Value Measurement*, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the exit price) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. A fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Company assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The fair value hierarchy is categorized into three levels based on the inputs as follows:

- Level 1 - Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 - Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value.

Income Taxes

The Company accounts for income taxes pursuant to ASC 740, *Income Taxes*. Deferred tax assets and liabilities are recorded for differences between the financial statements and tax basis of the assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is recorded for the amount of income tax payable or refundable for the period increased or decreased by the change in deferred tax assets and liabilities during the period.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and nine month periods ended September 30, 2018 and 2017

2.

Significant Accounting Policies continued

Stock-based Compensation

The Company accounts for Stock-Based Compensation in accordance with ASC 718, *Compensation - Stock Compensation*. ASC 718 establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments.

ASC 718 focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. ASC 718 requires that the compensation cost relating to share-based payment transactions be recognized in the financial statements measured based on the fair value of the equity or liability instruments issued, when granted in exchange for employee services.

Awards granted to non-employees fall under ASC 505-50 and are recognized based on the fair value of the goods or services received or the equity instruments, whichever is more reliable.

Net Earnings (Loss) Per Share

The Company accounts for earnings (loss) per share pursuant ASC 260, *Earnings Per Share*, which requires disclosure on the financial statements of basic and diluted earnings (loss) per share. Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the year. Diluted earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding plus common stock equivalents (if dilutive) related to stock options and warrants for each

year. The weighted average number of shares outstanding has been adjusted for the effects of stock dividends, stock splits, and reverse stock splits.

There were no dilutive financial instruments for the periods ended September 30, 2018 and 2017.

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying unaudited condensed interim financial statements, other than those disclosed in the Company's Annual Report on Form 10-K filed with the SEC on July 24, 2018.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and nine month periods ended September 30, 2018 and 2017

3.

Mineral Property Interests

| | |
|--|-------------|
| Balance at January 1, 2017 (a) (b) | \$ 1 |
| Rollo Property (c) | 25,000 |
| Janes Reef Property (d) | 16,000 |
| Asquith Property (e) | 10,000 |
| C1 Mortimer Property (f) | 941,461 |
| Impairment charge | (992,461) |
| Balance at December 31, 2017 and September 30, 2018 | \$ 1 |

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 was required to pay:

1.

Cash consideration of \$99,060 (CDN\$100,000) to be paid according to an installment schedule between April 30, 2011 and December 31, 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 by 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 was responsible for making annual lease payment of \$1,141, in order to keep the lease in good standing.

On December 13, 2012, the Company terminated its acquisition agreement for the Carson 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.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and nine month periods ended September 30, 2018 and 2017

3.

Mineral Property Interests - continued

a)

Carson Property - continued

The Company had reflected the termination as a loss on disposal of mineral property on the statement of operations of \$112,686 for the year ended December 31, 2012.

During 2016, the Company reacquired the Carson Property in exchange for 300,000 shares of common stock to be issued valued at \$15,000.

In 2016 the Company recognized an impairment charge of \$15,000 on the carrying value of the Carson Property based on the substantial doubt of the Company's ability to raise adequate financing.

b)

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 the 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.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and nine month periods ended September 30, 2018 and 2017

3.

Mineral Property Interests - continued

b)

Kenty Gold Property continued

In addition, upon the Commencement of Commercial Production (as defined in the McClay Agreement), the 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 the 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.

During 2014, the Company recognized an impairment charge of \$1,975,999 on the carrying value of the Kenty Property based on the substantial doubt of the Company's ability to raise adequate financing to further develop and explore this property.

As at December 31, 2016, a third party has filed a claim in the Ontario Superior Court of Justice, against the Company. The Company and its legal counsel have determined that the claim is without merit. The third party has made application claiming 100% ownership of the Kenty Property. The Company has responded in the Ontario Superior Court of Justice, with a counter application claiming the property was acquired from the Vendors, who at the time had an undivided 100% interest in the property. The Company has also claimed damages in the amount of CDN\$1,000,000.

c)

Rollo Property

In 2017, the Company entered into a mineral property acquisition agreement pursuant to which the Company acquired the mining lease to the Rollo Property. Under the acquisition agreement, the Company is required to pay:

1.

Equity consideration of 250,000 shares of common stock to be issued at \$0.10 per share.

In 2017 the Company issued 250,000 shares of common stock in satisfaction of the purchase price for a total of \$25,000.

In 2017, the Company recognized an impairment charge of \$25,000 on the carrying value of the Rollo Property based on the substantial doubt of the Company's ability to raise adequate financing to further develop and explore this property.

d)

Janes Reef Property

In 2017, the Company entered into a mineral property acquisition agreement, pursuant to which the Company acquired the mining lease to the Janes Reef Property. Under the acquisition agreement, the Company is required to pay:

1.

Equity consideration of 160,000 shares of common stock to be issued at \$0.10 per share.

In 2017, the Company issued 160,000 shares of common stock in satisfaction of the purchase price for a total of \$16,000.

In 2017, the Company recognized an impairment charge of \$16,000 on the carrying value on the Janes Reef Property based on the substantial doubt of the Company's ability to raise adequate financing to further develop and explore this property.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and nine month periods ended September 30, 2018 and 2017

3.

Mineral Property Interests - continued

e)

Asquith Property

In 2017, the Company entered into a mineral property acquisition agreement, pursuant to which the Company acquired the mining lease to the Asquith Property. Under the acquisition agreement, the Company is required to pay:

1.

Equity consideration of 100,000 shares of common stock to be issued at \$0.10 per share.

In 2017, the Company issued 100,000 shares of common stock in satisfaction of the purchase price for a total of \$10,000.

In 2017, the Company recognized an impairment charge of \$10,000 on the carrying value on the Asquith Property based on the substantial doubt of the Company's ability to raise adequate financing to further develop and explore this property.

f)

CI Mortimer Property

In January 2017, the Company entered into a Joint Venture Agreement whereby it has an Option to acquire a fifty per cent (50%) interest in a claim known as the C1- Mortimer property. In order to earn the fifty per cent interest the Company must:

1.

Pay \$10,000 CDN upon signing;

2.

Pay 10 million shares of common stock of the Company to the prospectors pro rata upon signing, which was reduced to 9,850,000 shares of common stock, of which 9,350,000 were issued and the remaining are included in stock to be issued.

3.

Spend five hundred thousand (\$500,000) on mineral exploration on the property within 30 months of the signing anniversary.

4.

Grant Larry Silo first right of refusal on all exploration work.

5.

Pay the prospector owners, pro rata, CDN\$750,000, within 30 months of the signing anniversary.

The current owner prospectors will retain a three per cent (3%) Net Smelter Royalty on the property.

On June 2, 2017, the payment of CDN\$10,000 was changed to a payment of CDN\$5,000 on June 5, 2017, plus CDN\$5,000 paid on July 7, 2017. Total consideration of shares and these payments translated into USD amounted to \$941,460. The Company recognized an impairment charge of \$941,460 on the carrying value based on the substantial doubt of the Company's ability to raise adequate financing to further develop and explore this property.

Joshua Gold Resources Inc.**(An Exploration Stage Company)****Notes to Unaudited Condensed Interim Financial Statements****For the three month and nine month periods ended September 30, 2018 and 2017****4.****Advances From Stockholders**

The Company has advances from related stockholders and various individuals and corporations who are not related parties.

| | September 30, 2018 | December 31, 2017 |
|--|-------------------------------|------------------------------|
| Due to Ben Ward former CEO | \$74,861 | \$74,861 |
| During the year ended December 31, 2016, Ben Ward, the former CEO of the Company transferred personal shareholdings to a vendor of the Company and assumed the debt previously owed to the vendor. The amount is non-interest bearing, unsecured and has no specified terms of repayment. | | |
| Due to David Mason former Director and Consultant | 52,261 | 54,500 |
| On February 18, 2013, the Company entered into a short term loan agreement with David Mason, at the time a director of the Company, in the amount of CDN\$25,000, with 7,500 common shares. The loan was formerly interest bearing at 1% compounded monthly, with an original maturity of April 18, 2013 and if unpaid thereafter bearing interest at 22.5%. The loan is secured by a 10% interest in the C1 Mortimer property, which the Company no longer owns, or 150,000 common stock. As the maturity has passed, the amount plus accrued interest is now due on demand. Interest expense on the loan was CDN\$12,287 (\$9,154) in 2017 and CDN\$10,250 (\$7,737) in 2016, which is included in the amount of the loan. | | |
| Due to Benedetto Fuschino , President and CEO of the Company and to a company under his control. The amounts are non-interest bearing, unsecured and have no terms of repayment. | 113,660 | 69,673 |
| Due to Scott Keevil , stockholder and consultant to the Company, due to a company under his control. The amounts of the advances totalled | 7,670 | 7,966 |

CDN\$10,000, these amounts are non-interest bearing, unsecured and have no terms of repayment.

Due to Dino Micacchi, stockholder and CFO of the Company, due to a company under his control. The amounts are non-interest bearing, unsecured and have no terms of repayment.

Advances From Stockholders

| | |
|------------------|------------------|
| 4,850 | 3,784 |
| \$253,302 | \$210,784 |

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and nine month periods ended September 30, 2018 and 2017

5.

Amounts Due On Mineral Rights Acquisitions

| | September 30, 2018 | December 31, 2017 |
|--|-------------------------------|------------------------------|
| Due to Hadrian Ventures re: Kenty Property | \$38,350 | \$37,238 |

The Hadrian Ventures Loan is unsecured and has no set terms of repayment. Hadrian Ventures is controlled by Scott Keevil, stockholder and consultant to the Company.

6.

Capital Stock

a)

Common Stock

For the nine months September 30, 2018, the Company issued no shares of common stock.

Stock To Be Issued

For the nine months ended September 30, 2018, 2,500,000 shares became issuable to directors and officers of the Company for services rendered. These transactions have been recorded as stock-based compensation having a total value of \$125,000 within shares to be issued.

Including the above, as at September 30, 2018 a further 9,738,726 have yet to be issued for services at the transaction price ranging from \$0.05 to \$0.15 per share for a total of \$1,757,192. Of these 1,628,376 were for settlement of shareholder loans owed by the Company totaling \$81,418, 500,000 were for acquisition of mineral rights totaling \$50,000, 133,333 for debt settlements totaling \$13,333 and 7,110,350 were due to Directors and Officers of the Company services totaling \$355,517 with the balance yet to be issued have been recorded in the current and prior periods.

b)

Preferred Stock

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

c)

Dividends

As at September 30, 2018, the Company was in arrears in dividends on preferred shares. The balance of dividends payable of \$255,754 (2017 - \$255,754) includes dividends of \$176,400 (2017 - \$158,400) and accrued interest of \$52,285 (2017 - \$52,285), accrued at 10.0% interest compounded annually.

Preferred dividends for the nine months ended September 30, 2018 had an effect of \$0.00 and \$0.00, respectively on loss per share available to common stockholders.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and nine month periods ended September 30, 2018 and 2017

6.

Capital Stock continued

d)

Warrants

The Company has no warrants outstanding as of September 30, 2018.

e)

Stock-Based Compensation

The Company incurred stock-based compensation expense in connection with its compensation agreements for its directors and officers. 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 at the time the employment contract was signed and is recorded at the time becomes owing to the individual. Stock issued to a director, manager, or employee may be deferred in the event that their contract requires the individual to remain employed with the Company for a specified time period after issuance.

For the nine months ended September 30, 2018, the Company's 2,500,000 shares became issuable in connection with stock-based compensation arrangements.

These shares were valued at \$0.05 per share and resulted in compensation expense of \$125,000. These fees were recorded as a component of consulting fees in the amount of \$125,000 on the unaudited condensed interim statements

of operations and comprehensive loss.

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.

Refer to Note 6(a) for the disclosure of stock-based compensation to the CEO and CFO of the Company.

Refer to Note 4 related to advances from stockholders and debt settlements with related parties.

Refer to Note 6(a) related to the shares to be returned for cancellation by Penny Currah and Dino Fuschino, both existing stockholders of the Company with familiar relationships to management and consultants of the Company.

Receivable from Related Parties as at September 30, 2018 and December 31, 2017:

| | September 30, 2018 | December 31, 2017 |
|--|-----------------------|----------------------|
| Receivable from Benedetto Fuschino (i) | \$ 10,698 | \$ 10,698 |
| Receivable from Sabine Frisch for stock to be issued, Sabine Frisch is the wife of Scott Keevil a stockholder and consultant to the Company. | 19,000 | 19,000 |
| Receivable from related parties | \$ 29,698 | \$ 29,698 |

(i)

Refer to Note 4 which shows \$113,660 owed to Benedetto Fuschino and a company controlled by him, although there is no intention to net settle, overall his position is a net payable.

8. Financial Instruments

Fair Values

The Company's financial instruments consist of cash, notes receivable, accounts payable and accrued liabilities, dividends payable, advances from stockholders, and amounts due on mineral rights acquisition. The fair values of these financial instruments approximate their carrying values due to the short-term maturity of these instruments. The Company's only financial instruments carried at fair value on the unaudited condensed interim balance sheet is cash,

which is classified at Level 1 and is measured using quoted market prices. Furthermore, there were no transfers of financial instruments between Levels 1, 2, and 3 during the nine month period ended September 30, 2018.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and nine month periods ended September 30, 2018 and 2017

8. Financial Instruments - continued

Foreign Currency Risk

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

Concentration of Credit Risk

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

Liquidity Risk

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

Market Risk

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

point to enter into any hedging or forward contracts to mitigate its exposure to specific market price risks.

9. Subsequent Events

On June 20, 2017 the Company announced that it has entered into an Offer of Settlement with the United States Securities and Exchange Commission (the SEC), under which it has stipulated that the Company's Securities and Exchange Act of 1934, as amended (the Exchange Act), registration will be revoked, directly, by reason of the Company's failure to file the reports it was required to file with the SEC since the period ended September 30, 2013. The Offer of Settlement was made following the SEC's institution of an action to revoke the Company's registration under the Exchange Act pursuant to Section 12(j) thereof, on or about May 24, 2017. On April 23, 2018, the Company filed a new registration statement with the SEC, and if and when such registration statement is declared effective, to request a U.S. registered broker-dealer to submit a Form 211 with FINRA on its behalf in order to be cleared for quotations of the Company's common stock in the future. While the revocation is in effect, no public trading of the Company's common stock is allowed under applicable law. The Company's reporting issues started with the SEC revoking the privilege of two of the partners of our former auditing firm in 2014, which resulted in the Company being unable to rely on the financial statements audited by this firm for the fiscal years ended December 31, 2012, and 2011, and which required us to re-audit the financial statements for those years, among other potential periods. The Company has included the required December 31, 2017 and 2016, audited financial statements with the new registration.

On August 10, 2018, the SEC declared the S1 new registration statement effective as of that date. On October 12, 2018 the Company filed a Form 211 with FINRA in order to be cleared for quotations of the Company's common stock in the future.

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, estimate, intends, strategy, plan, may, will, would, will be, will continue, will likely result, and similar expressions. We intend 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 give 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. In 2017, the Company moved its head office to Suite 2, 35 Perry Street, Woodstock, Ontario.

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, 2018, we had cash on hand of \$6,776 and current liabilities of \$887,708. We do not have sufficient capital to operate our business and will require additional funding to sustain operations through December 2018. 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, 2018, net cash used in operating activities was \$43,850 compared with \$178,612 used in operating activities for the nine months ended September 30, 2017. The cash flow used in operating activities in the nine months ended September 30, 2018 was primarily the result of professional fees during the period. The cash flow used in operating activities in the nine months ended September 30, 2017 was primarily the result of exploration, administration, professional 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, 2018, net cash used in investing activities was \$Nil compared with \$10,000 for the nine months ended September 30, 2017. The cash flow used in investing activities in the nine months ended September 30, 2017 was the result of the acquisition of mineral rights.

Net cash provided by financing activities. During the nine months ended September 30, 2018, net cash provided by financing activities was \$42,518 compared with \$136,588 provided by financing activities for the nine months ended September 30, 2017. The cash flow provided by financing activities in the nine months ended September 30, 2018 was primarily the result of advances from shareholders. The cash flow provided by financing activities in the nine months ended September 30, 2017 was primarily the result of proceeds received on issuance of shares and shareholder advances.

Results of Operations

Comparison of Three months ended September 30, 2018, to Three months ended September 30, 2017

We did not earn any revenues during the three months ended September 30, 2018, and September 30, 2017. 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.

Consulting Fees. Consulting fees increased to \$78,750 for the three months ended September 30, 2018 from \$27,549 for the three months ended September 30, 2017. The increase in consulting fees was primarily attributable to the bonus in shares of common stock of the Company payable to the Chief Financial Officer.

Exploration Expenses. Exploration expenses decreased to \$Nil for the three months ended September 30, 2018 from \$24,586 for the three months ended September 30, 2017. The decrease in exploration expenses was primarily due to decreased activity.

General and Administrative Expenses. General and administrative expenses increased to \$4,194 for the three months ended September 30, 2018 from \$302 for the three months ended September 30, 2017. The increase in general and administrative expenses was primarily related to increase in rental costs for core sample storage.

Professional Fees. Professional fees increased to \$23,123 for the three months ended September 30, 2018 from \$7,476 for the three months ended September 30, 2017. The increase in professional fees was primarily due to costs associated with filing the Company's Form S-1 Registration Statement with the Securities and Exchange Commission.

Net Income (loss). For the three months ended September 30, 2018, we incurred a net loss of \$(110,110) as compared to a net loss of \$(68,650) for the three months ended September 30, 2017. The increase in net loss was primarily a result of increased costs described above.

Comparison of Nine months ended September 30, 2018 to Nine months ended September 30, 2017

Consulting Fees. Consulting fees increased to \$134,000 for the nine months ended September 30, 2018 from \$116,995 for the nine months ended September 30, 2017. The increase in consulting fees was primarily attributable to the bonus in shares of common stock of the Company payable to the Chief Financial Officer.

Exploration Expenses. Exploration expenses decreased to \$1,315 for the nine months ended September 30, 2018 from \$100,653 for the nine months ended September 30, 2017. The decrease in exploration expenses was primarily due to decreased activity.

General and Administrative Expenses. General and administrative expenses increased to \$7,666 for the nine months ended September 30, 2018 from \$2,343 for the nine months ended September 30, 2017. The increase in general and administrative expenses was primarily related to rental cost associated with core sample storage.

Professional Fees. Professional fees amounted to \$56,774 for the nine months ended September 30, 2018 compared with \$57,669 for the nine months ended September 30, 2017. The costs are those associated with the Company's annual audit and filing the Form S-1 Registration Statement with the Securities and Exchange Commission

Net Income (loss). For the nine months ended September 30, 2018, we incurred a net loss of \$(203,889) as compared to a net loss of \$(1,283,415) for the nine months ended September 30, 2017. The decrease in net loss was primarily a result of recognition of impairment charges against our mining assets due to going concern issues in the prior year.

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.

During the period covered by this Quarterly Report, no legal proceedings were commenced, and there were no material developments in already-pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the Company is a party or of which any of its property is subject.

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, 2018, 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.

None

Item 6. Exhibits.

INDEX TO EXHIBITS

| Exhibit | Description |
|---------|---|
| 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 |

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, 2018

By: /s/ Benedetto Fuschino
Benedetto Fuschino
President, Chief Executive Officer (Principal Executive Officer) and Director

Joshua Gold Resources Inc.

Dated: November 14, 2018

By: /s/ Dino Micacchi

Dino Micacchi
Secretary-Treasurer, Chief Financial Officer
(Principal Financial Officer) and Director

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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 June 30, 2018

“ 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.

55

Edgar Filing: JOSHUA GOLD RESOURCES INC - Form 424B3

(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.)

35 Perry Street, Woodstock, Ontario, Canada N4S 3C4

(Address of principal executive offices)

(877) 539-6109

(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

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

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 | <input type="checkbox"/> | Accelerated Filer | <input type="checkbox"/> |
| Non-accelerated Filer | <input type="checkbox"/> | Smaller Reporting Company | <input checked="" type="checkbox"/> |
| | | Emerging Growth Company | <input checked="" type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act. "

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

As of August 1, 2018, there were 121,041,942 shares of common stock, par value \$0.0001, issued and outstanding.

JOSHUA GOLD RESOURCES INC.

FORM 10-Q

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PART I---FINANCIAL INFORMATION

Item 1. Financial Statements.

Joshua Gold Resources Inc.

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Unaudited Condensed Interim Balance Sheets at June 30, 2018 and December 31, 2017

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Joshua Gold Resources Inc.**(An Exploration Stage Company)****Unaudited Condensed Interim Balance Sheets****Presented in US Dollars****As at**

| | June 30, | December 31, |
|---|------------------|-----------------------|
| | 2018 | 2017 (Audited) |
| ASSETS | | |
| Current Assets | | |
| Cash | \$ 15,998 | \$ 4,105 |
| Accounts receivable | 18,582 | 29,927 |
| Notes receivable (Note 7) | 29,698 | 29,698 |
| Total Current Assets | 64,278 | 63,730 |
| Other Assets | | |
| Mineral properties (Note 3) | 1 | 1 |
| Total Assets | \$ 64,279 | \$ 63,731 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current Liabilities | | |
| Accounts payable | \$ 338,483 | \$ 279,038 |
| Accrued liabilities | 11,349 | 50,189 |
| Advances from stockholders (Note 4) | 232,000 | 210,784 |
| Dividends payable | 255,754 | 255,754 |
| Amounts due on mineral properties acquisition (Note 5) | 38,085 | 37,238 |
| Total Liabilities | 875,671 | 833,003 |
| Stockholders' Equity | | |
| Preferred stock, \$0.0001 par value; 100,000,000 shares authorized; 240,000 shares issued and outstanding (December 31, 2017 240,000) (Note 6) | 24 | 24 |
| Common stock, \$0.0001 par value; 400,000,000 shares authorized; 121,041,942 shares issued and outstanding (December 31, 2017 121,368,942) (Note 6) | 12,095 | 12,127 |
| Additional paid-in capital (Note 6) | 9,095,194 | 9,095,173 |
| Stock to be issued (Note 6) | 1,682,192 | 1,632,192 |
| Accumulated other comprehensive income | 61,820 | 60,149 |
| Accumulated deficit | (11,662,717) | (11,568,937) |
| Total Stockholders' Deficit | (811,392) | (769,272) |

Total Liabilities and Stockholders' Equity \$ 64,279 \$ 63,731

See accompanying notes to the unaudited condensed interim financial statements

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Joshua Gold Resources Inc.

(An Exploration Stage Company)

Unaudited Condensed Interim Statements of Stockholders' Equity (Deficit)

For the six month periods ended June 30, 2018 and 2017

| | Preferred Stock | | Common Stock | | | | Total Accumulated Stockholders' Equity | |
|---|-----------------|--------------|-------------------|----------------|----------------------------|--------------------|--|------------------------|
| | Shares | Par Value | Shares | Par Value | Additional Paid-in Capital | Stock to be Issued | Comprehensive Income (Deficit) | Total Equity (Deficit) |
| December 31, 2016 | 240,000 | \$ 24 | 96,015,496 | \$9,592 | \$7,360,080 | \$2,179,736 | \$ (1,523,207) | \$ 7,202 |
| Issuance of stock for cash | | | 699,917 | 70 | 34,936 | 6,667 | | 41,673 |
| Stock to be issued for settlement of debt | | | 7,772,443 | 777 | 387,791 | (388,568) | | - |
| Issuance of stock for services | | | 1,318,804 | 132 | 68,308 | (8,440) | | 60,000 |
| Stock to be issued for services | | | | | | 100,000 | | 100,000 |
| | | | 9,350,000 | | 934,065 | 50,000 | | 985,000 |

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| | | | | | | | | |
|---|----------------|--------------|--------------------|-----------------|--------------------|--------------------|----------------------|------------------|
| Issuance of stock for acquisition of mineral properties | | | | 935 | | | | |
| Stock to be issued for compensation | | | 6,212,282 | 621 | 309,993 | (307,203) | | 3,411 |
| Foreign currency translation | | | | | | | 52,554 | 52,554 |
| Net Loss | | | | | | | (1,289,639) | (1,289,639) |
| Dividends | | | | | | | (45,069) | (45,069) |
| December 31, 2017 | 240,000 | \$ 24 | 121,368,942 | \$12,127 | \$9,095,173 | \$1,632,192 | \$(1,508,937) | (769,272) |
| Stock to be issued for services | | | | | | | 50,000 | 50,000 |
| Stock cancelled | | | (327,000) | (32) | 21 | | | (11) |
| Foreign currency translation | | | | | | | 1,671 | 1,671 |
| Net Loss | | | | | | | (93,780) | (93,780) |
| Dividends | | | | | | | - | - |
| June 30, 2018 | 240,000 | \$ 24 | 121,041,942 | \$12,095 | \$9,095,194 | \$1,682,192 | \$(1,806,717) | (811,392) |

See accompanying notes to the unaudited condensed interim financial statements

Joshua Gold Resources Inc.**(An Exploration Stage Company)****Unaudited Condensed Interim Statements of Operations and Comprehensive Loss**

| | Three months ended June 30, 2018 | Three months ended June 30, 2017 | Six months ended June 30, 2018 | Six months ended June 30, 2017 |
|---|---|---|---|---|
| OPERATING EXPENSES | | | | |
| Consulting Fees | \$ 28,000 | \$ 37,964 | \$ 56,000 | \$ 89,446 |
| Professional fees | 25,958 | 48,433 | 33,651 | 50,193 |
| General and administrative costs | 1,466 | 851 | 2,722 | 2,044 |
| Exploration expense | 1,315 | 76,067 | 1,315 | 76,067 |
| Interest | - | - | - | - |
| Depreciation | - | - | - | - |
| Foreign exchange | (1,044) | 6,854 | 91 | 4,558 |
| Impairment of mineral properties | - | - | - | 992,459 |
| TOTAL OPERATING EXPENSES | 54,397 | 168,281 | 93,779 | 1,214,764 |
| NET LOSS | \$ (54,397) | \$ (168,281) | \$ (93,779) | \$ (1,214,764) |
| OTHER COMPREHENSIVE INCOME | | | | |
| Foreign currency translation | \$ (4,501) | \$ - | \$ (92,108) | \$ (1,214,764) |
| NET LOSS AND COMPREHENSIVE LOSS | \$ (49,878) | \$ (168,281) | \$ (92,108) | \$ (1,214,764) |
| Dividends on Preferred Stock | - | - | - | - |
| NET LOSS ATTRIBUTED TO COMMON SHAREHOLDERS | \$ (49,878) | \$ (168,281) | \$ (92,108) | \$ (1,214,764) |
| LOSS PER WEIGHTED NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED | | | | |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED | \$ (0.001) | \$ (0.001) | \$ (0.001) | \$ (0.010) |
| | 121,041,942 | 115,582,874 | 121,041,942 | 121,069,024 |

See accompanying notes to the unaudited condensed interim financial statements

Joshua Gold Resources Inc.**(An Exploration Stage Company)****Unaudited Condensed Interim Statement of Cash Flows**

| | Six months ended June 30, 2018 | Six months ended June 30, 2017 |
|--|---|---|
| CASH FLOWS FOR CONTINUING OPERATIONS | | |
| OPERATING ACTIVITIES | | |
| Loss from continuing operations | \$ (93,779) | \$ (1,214,764) |
| Adjustments for non-cash items: | | |
| Depreciation | - | - |
| Accrued interest | - | - |
| Loss on impairment of mineral properties | - | 992,459 |
| Stock issued for services | - | 55,000 |
| Deferred Premium on flow through shares | - | - |
| Stock based compensation | 50,000 | 50,000 |
| Adjustments for changes in working capital: | | |
| Accounts receivable and other assets | 11,345 | (15,575) |
| Accounts payable and accrued liabilities | 21,440 | (14,724) |
| NET CASH USED IN OPERATING ACTIVITIES | (10,994) | (147,604) |
| FINANCING ACTIVITIES | | |
| Advances from stockholders | 21,216 | 51,600 |
| Proceeds on issuance of capital stock | - | 84,988 |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 21,216 | 136,588 |
| INVESTING ACTIVITIES | | |
| Mineral rights | - | (10,000) |
| NET CASH USED IN INVESTING ACTIVITIES | - | (10,000) |
| EFFECT OF EXCHANGE RATE CHANGES ON CASH | 1,671 | 22,811 |
| NET (DECREASE) INCREASE IN CASH | 11,893 | 1,794 |
| CASH, BEGINNING OF PERIOD | 4,105 | 3,684 |
| CASH, END OF PERIOD | \$ 15,998 | \$ 5,478 |
| SUPPLEMENTARY CASH FLOW INFORMATION | | |
| Income taxes paid | \$ - | \$ - |
| Interest paid | \$ - | \$ - |
| Stock issuances to acquire mineral properties | \$ - | \$ 985,000 |

See accompanying notes to the unaudited condensed interim financial statements

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and six month periods ended June 30, 2018 and 2017

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, USA.

The Company operates as a mineral exploration business headquartered at 35 Perry Street, Unit 2, Woodstock, Ontario, Canada. Its principal business activity is the acquisition, exploration and development of mineral property interests in Canada. The Company is considered to be in the exploration stage and substantially all of the Company's efforts are devoted to financing and developing these property interests.

The Company has the rights to six mineral properties in Ontario and in the Northwest Territories, Canada. There has been no determination whether the Company's interests in unproven mineral properties contain mineral reserves, which are economically recoverable.

Going Concern

The unaudited condensed interim 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 \$93,799 for the period ended June 30, 2018, and a working capital deficit of \$811,393. As an exploration stage entity, the Company has not yet commenced its mining operations and accordingly does not have any revenue. This casts substantial 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 unaudited condensed interim 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.

2.

Significant Accounting Policies

The accompanying unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America. However, in the opinion of the management of the Company, all adjustments necessary for a fair presentation of the financial position and operating results have been included in these statements. These unaudited condensed 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 fiscal year ended December 31, 2017, as filed with the SEC on July 24, 2018. Operating results for the six months ended June 30, 2018 are not necessarily indicative of the results that may be expected for any subsequent quarters or for the year ending December 31, 2018.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and six month periods ended June 30, 2018 and 2017

2.

Significant Accounting Policies - continued

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. Some of the Company's more significant estimates include those related to uncollectible receivables, the fair value of stock-based compensation and other equity instruments, and the recoverability of mineral properties. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

Fair Value of Financial Instruments

In accordance with ASC 820, *Fair Value Measurement*, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the exit price) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. A fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Company assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The fair value hierarchy is categorized into three levels based on the inputs as follows:

- Level 1 - Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 - Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value.

Income Taxes

The Company accounts for income taxes pursuant to ASC 740, *Income Taxes*. Deferred tax assets and liabilities are recorded for differences between the financial statements and tax basis of the assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is recorded for the amount of income tax payable or refundable for the period increased or decreased by the change in deferred tax assets and liabilities during the period.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and six month periods ended June 30, 2018 and 2017

2.

Significant Accounting Policies continued

Stock-based Compensation

The Company accounts for Stock-Based Compensation in accordance with ASC 718, *Compensation - Stock Compensation*. ASC 718 establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments.

ASC 718 focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. ASC 718 requires that the compensation cost relating to share-based payment transactions be recognized in the financial statements measured based on the fair value of the equity or liability instruments issued, when granted in exchange for employee services.

Awards granted to non-employees fall under ASC 505-50 and are recognized based on the fair value of the goods or services received or the equity instruments, whichever is more reliable.

Net Earnings (Loss) Per Share

The Company accounts for earnings (loss) per share pursuant ASC 260, *Earnings Per Share*, which requires disclosure on the financial statements of basic and diluted earnings (loss) per share. Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the year. Diluted earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding plus common stock equivalents (if dilutive) related to stock options and warrants for each

year. The weighted average number of shares outstanding has been adjusted for the effects of stock dividends, stock splits, and reverse stock splits.

There were no dilutive financial instruments for the periods ended June 30, 2018 and 2017.

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying consolidated financial statements, other than those disclosed in the Company's Annual Report on Form 10-K filed with the SEC on July 24, 2018.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and six month periods ended June 30, 2018 and 2017

3.

Mineral Property Interests

| | |
|---|-------------|
| Balance at January 1, 2017 (a) (b) | \$ 1 |
| Rollo Property (c) | 25,000 |
| Janes Reef Property (d) | 16,000 |
| Asquith Property (e) | 10,000 |
| C1 Mortimer Property (f) | 941,461 |
| Impairment charge | (992,461) |
| Balance at December 31, 2017 and June 30, 2018 | \$ 1 |

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 was required to pay:

1.

Cash consideration of \$99,060 (CDN\$100,000) to be paid according to an installment schedule between April 30, 2011 and December 31, 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 by 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 was responsible for making annual lease payment of \$1,141, in order to keep the lease in good standing.

On December 13, 2012, the Company terminated its acquisition agreement for the Carson 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.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and six month periods ended June 30, 2018 and 2017

3.

Mineral Property Interests - continued

a)

Carson Property - continued

The Company had reflected the termination as a loss on disposal of mineral property on the statement of operations of \$112,686 for the year ended December 31, 2012.

During 2016, the Company reacquired the Carson Property in exchange for 300,000 shares of common stock to be issued valued at \$15,000.

In 2016 the Company recognized an impairment charge of \$15,000 on the carrying value of the Carson Property based on the substantial doubt of the Company's ability to raise adequate financing.

b)

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 the 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.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and six month periods ended June 30, 2018 and 2017

3.

Mineral Property Interests - continued

b)

Kenty Gold Property continued

In addition, upon the Commencement of Commercial Production (as defined in the McClay Agreement), the 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 the 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.

During 2014, the Company recognized an impairment charge of \$1,975,999 on the carrying value of the Kenty Property based on the substantial doubt of the Company's ability to raise adequate financing to further develop and explore this property.

As at December 31, 2016, a third party has filed a claim in the Ontario Superior Court of Justice, against the Company. The Company and its legal counsel have determined that the claim is without merit. The third party has made application claiming 100% ownership of the Kenty Property. The Company has responded in the Ontario Superior Court of Justice, with a counter application claiming the property was acquired from the Vendors, who at the time had an undivided 100% interest in the property. The Company has also claimed damages in the amount of CDN\$1,000,000.

c)

Rollo Property

In 2017, the Company entered into a mineral property acquisition agreement pursuant to which the Company acquired the mining lease to the Rollo Property. Under the acquisition agreement, the Company is required to pay:

1.

Equity consideration of 250,000 shares of common stock to be issued at \$0.10 per share.

In 2017 the Company issued 250,000 shares of common stock in satisfaction of the purchase price for a total of \$25,000.

In 2017, the Company recognized an impairment charge of \$25,000 on the carrying value of the Rollo Property based on the substantial doubt of the Company's ability to raise adequate financing to further develop and explore this property.

d)

Janes Reef Property

In 2017, the Company entered into a mineral property acquisition agreement, pursuant to which the Company acquired the mining lease to the Janes Reef Property. Under the acquisition agreement, the Company is required to pay:

1.

Equity consideration of 160,000 shares of common stock to be issued at \$0.10 per share.

In 2017, the Company issued 160,000 shares of common stock in satisfaction of the purchase price for a total of \$16,000.

In 2017, the Company recognized an impairment charge of \$16,000 on the carrying value on the Janes Reef Property based on the substantial doubt of the Company's ability to raise adequate financing to further develop and explore this property.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and six month periods ended June 30, 2018 and 2017

3.

Mineral Property Interests - continued

e)

Asquith Property

In 2017, the Company entered into a mineral property acquisition agreement, pursuant to which the Company acquired the mining lease to the Asquith Property. Under the acquisition agreement, the Company is required to pay:

1.

Equity consideration of 100,000 shares of common stock to be issued at \$0.10 per share.

In 2017, the Company issued 100,000 shares of common stock in satisfaction of the purchase price for a total of \$10,000.

In 2017, the Company recognized an impairment charge of \$10,000 on the carrying value on the Asquith Property based on the substantial doubt of the Company's ability to raise adequate financing to further develop and explore this property.

f)

CI Mortimer Property

In January 2017, the Company entered into a Joint Venture Agreement whereby it has an Option to acquire a fifty per cent (50%) interest in a claim known as the C1- Mortimer property. In order to earn the fifty per cent interest the Company must:

1.

Pay \$10,000 CDN upon signing;

2.

Pay 10 million shares of common stock of the Company to the prospectors pro rata upon signing, which was reduced to 9,850,000 shares of common stock, of which 9,350,000 were issued and the remaining are included in stock to be issued.

3.

Spend five hundred thousand (\$500,000) on mineral exploration on the property within 30 months of the signing anniversary.

4.

Grant Larry Silo first right of refusal on all exploration work.

5.

Pay the prospector owners, pro rata, CDN\$750,000, within 30 months of the signing anniversary.

The current owner prospectors will retain a three per cent (3%) Net Smelter Royalty on the property.

On June 2, 2017, the payment of CDN\$10,000 was changed to a payment of CDN\$5,000 on June 5, 2017, plus CDN\$5,000 paid on July 7, 2017. Total consideration of shares and these payments translated into USD amounted to \$941,460. The Company recognized an impairment charge of \$941,460 on the carrying value based on the substantial doubt of the Company's ability to raise adequate financing to further develop and explore this property.

Joshua Gold Resources Inc.**(An Exploration Stage Company)****Notes to Unaudited Condensed Interim Financial Statements****For the three month and six month periods ended June 30, 2018 and 2017****4.****Advances From Stockholders**

The Company has advances from related stockholders and various individuals and corporations who are not related parties.

| | June 30, 2018 | December 31, 2017 |
|--|--------------------------|------------------------------|
| Due to Ben Ward former CEO | \$74,861 | \$74,861 |
| During the year ended December 31, 2016, Ben Ward, the former CEO of the Company transferred personal shareholdings to a vendor of the Company and assumed the debt previously owed to the vendor. The amount is non-interest bearing, unsecured and has no specified terms of repayment. | | |
| Due to David Mason former Director and Consultant | 51,900 | 54,500 |
| On February 18, 2013, the Company entered into a short term loan agreement with David Mason, at the time a director of the Company, in the amount of CDN\$25,000, with 7,500 common shares. The loan was formerly interest bearing at 1% compounded monthly, with an original maturity of April 18, 2013 and if unpaid thereafter bearing interest at 22.5%. The loan is secured by a 10% interest in the C1 Mortimer property, which the Company no longer owns, or 150,000 common stock. As the maturity has passed, the amount plus accrued interest is now due on demand. Interest expense on the loan was CDN\$12,287 (\$9,154) in 2017 and CDN\$10,250 (\$7,737) in 2016, which is included in the amount of the loan. | | |
| Due to Benedetto Fuschino , President and CEO of the Company and to a company under his control. The amounts are non-interest bearing, unsecured and have no terms of repayment. | 93,838 | 69,674 |
| Due to Scott Keevil , stockholder and consultant to the Company, due to a company under his control. The amounts of the advances totalled | 7,617 | 7,966 |

CDN\$10,000, these amounts are non-interest bearing, unsecured and have no terms of repayment.

Due to Dino Micacchi, stockholder and CFO of the Company, due to a company under his control. The amounts are non-interest bearing, unsecured and have no terms of repayment.

Long-Term Debt

| | |
|-------------------|-------------------|
| 3,784 | 3,784 |
| \$ 232,000 | \$ 210,784 |

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and six month periods ended June 30, 2018 and 2017

5.

Due On Mineral Rights Acquisitions

| | June 30, 2018 | December 31, 2017 |
|--|--------------------------|------------------------------|
| Due to Hadrian Ventures re: Kenty Property | \$38,085 | \$37,238 |

The Hadrian Ventures Loan is unsecured and has no set terms of repayment. Hadrian Ventures is controlled by Scott Keevil, stockholder and consultant to the Company.

6.

Capital Stock

a)

Common Stock

For the six months June 30, 2018, the Company issued no shares of common stock.

Stock To Be Issued

For the six months ended June 30, 2018, 1,000,000 shares became issuable to directors and officers of the Company for services rendered. These transactions have been recorded as stock-based compensation having a total value of \$50,000 within shares to be issued.

As at June 30, 2018 a further 7,238,725 have yet to be issued for services at the transaction price ranging from \$0.05 to \$0.15 per share for a total of \$1,657,192. Of these 1,628,376 were for settlement of shareholder loans owed by the Company totaling \$81,418, 500,000 were for acquisition of mineral rights totaling \$50,000 and 3,637,039 were due to Directors and Officers of the Company services totaling \$181,851 with the balance yet to be issued have been recorded in the current and prior periods.

b)

Preferred Stock

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

c)

Dividends

As at June 30, 2018, the Company was in arrears in dividends on preferred shares. The balance of dividends payable of \$255,754 (2017 - \$255,754) includes dividends of \$176,400 (2017 - \$158,400) and accrued interest of \$52,285 (2017 - \$52,285), accrued at 10.0% interest compounded annually.

Preferred dividends for the six months ended June 30, 2018 had an effect of \$0.00 and \$0.00, respectively on loss per share available to common stockholders.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and six month periods ended June 30, 2018 and 2017

6.

Capital Stock continued

d)

Warrants

The Company has no warrants outstanding as of June 30, 2018.

e)

Stock-Based Compensation

The Company incurred stock-based compensation expense in connection with its compensation agreements for its directors and officers. 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 at the time the employment contract was signed and is recorded at the time becomes owing to the individual. Stock issued to a director, manager, or employee may be deferred in the event that their contract requires the individual to remain employed with the Company for a specified time period after issuance.

For the six months ended June 30, 2018, the Company's 1,000,000 shares became issuable in connection with stock-based compensation arrangements.

These shares were valued at \$0.05 per share and resulted in compensation expense of \$50,000. These fees were recorded as a component of consulting fees in the amount of \$50,000 on the statements of operations and

comprehensive loss.

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.

Refer to Notes 6(a) and 6(d) for the disclosure of stock-based compensation to the CEO and CFO of the Company.

Refer to Notes 4 and 6(b) related to advances from stockholders and debt settlements with related parties.

Refer to Note 6(a) related to the shares to be returned for cancellation by Penny Currah and Dino Fuschino, both existing stockholders of the Company with familiar relationships to management and consultants of the Company.

Receivable from Related Parties as at June 30, 2018 and December 31, 2017:

| | June 30, 2018 | December 31, 2017 |
|--|------------------|----------------------|
| Receivable from Benedetto Fuschino (i) | \$ 10,698 | \$ 10,698 |
| Receivable from Sabine Frisch for stock to be issued, Sabine Frisch is the wife of Scott Keevil a stockholder and consultant to the Company. | 19,000 | 19,000 |
| Receivable from related parties | \$ 29,698 | \$ 29,698 |
| (i) | | |

Refer to Note 4 which shows \$69,674 owed to Benedetto Fuschino and a company controlled by him, although there is no intention to net settle, overall his position is a net payable.

8.

Financial Instruments

Fair Values

The Company's financial instruments consist of cash, notes receivable, accounts payable and accrued liabilities, dividends payable, advances from stockholders, and amounts due on mineral rights acquisition. The fair values of

these financial instruments approximate their carrying values due to the short-term maturity of these instruments. The Company's only financial instruments carried at fair value on the unaudited condensed interim balance sheet is cash, which is classified at Level 1 and is measured using quoted market prices. Furthermore, there were no transfers of financial instruments between Levels 1, 2, and 3 during the six month period ended June 30, 2018.

Joshua Gold Resources Inc.

(An Exploration Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

For the three month and six month periods ended June 30, 2018 and 2017

8.

Financial Instruments - continued

Foreign Currency Risk

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

Concentration of Credit Risk

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

Liquidity Risk

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

Market Risk

Market risk is the risk that fluctuations in the market prices of minerals will impact the Company's future cash flows. The Company is exposed to market risk on the price of gold, which will determine its ability to build and achieve

profitable operations, the amount of exploration and development work that the Company will be able to perform, and the number of financing opportunities that will be available. Management believes that it would be premature at this point to enter into any hedging or forward contracts to mitigate its exposure to specific market price risks.

9. Subsequent Events

On June 20, 2017 the Company announced that it has entered into an Offer of Settlement with the United States Securities and Exchange Commission (the SEC), under which it has stipulated that the Company's Securities and Exchange Act of 1934, as amended (the Exchange Act), registration will be revoked, directly, by reason of the Company's failure to file the reports it was required to file with the SEC since the period ended September 30, 2013. The Offer of Settlement was made following the SEC's institution of an action to revoke the Company's registration under the Exchange Act pursuant to Section 12(j) thereof, on or about May 24, 2017. On April 23, 2018, the Company filed a new registration statement with the SEC, and if and when such registration statement is declared effective, to request a U.S. registered broker-dealer to submit a Form 211 with FINRA on its behalf in order to be cleared for quotations of the Company's common stock in the future. While the revocation is in effect, no public trading of the Company's common stock is allowed under applicable law. The Company's reporting issues started with the SEC revoking the privilege of two of the partners of our former auditing firm in 2014, which resulted in the Company being unable to rely on the financial statements audited by this firm for the fiscal years ended December 31, 2012, and 2011, and which required us to re-audit the financial statements for those years, among other potential periods. The Company has included the required December 31, 2017 and 2016, audited financial statements with the new registration.

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, estimate, intends, strategy, plan, may, will, would, will be, will continue, will likely result, and similar expressions. 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 give 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. In 2017, the Company moved its head office to Suite 2, 35 Perry Street, Woodstock, Ontario.

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 June 30, 2018, we had cash on hand of \$15,998 and current liabilities of \$875,671. We do not have sufficient capital to operate our business and will require additional funding to sustain operations through December 2018. 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 six months ended June 30, 2018, net cash used in operating activities was \$10,994 compared with \$147,604 used in operating activities for the six months ended June 30, 2017. The cash flow used in operating activities in the six months ended June 30, 2018 was primarily the result of professional fees during the period. The cash flow used in operating activities in the six months ended June 30, 2017 was primarily the result of exploration, administration, professional and consulting fees, which was partially offset primarily by adjustments for stock-based compensation.

Net cash used in investing activities. During the six months ended June 30, 2018, net cash used in investing activities was \$Nil compared with \$10,000 for the six months ended June 30, 2017. The cash flow used in investing activities in the six months ended June 30, 2017 was the result of the acquisition of mineral rights.

Net cash provided by financing activities. During the six months ended June 30, 2018, net cash provided by financing activities was \$21,216 compared with \$136,588 provided by financing activities for the six months ended June 30, 2017. The cash flow provided by financing activities in the six months ended June 30, 2018 was primarily the result of advances from shareholders. The cash flow provided by financing activities in the six months ended June 30, 2017 was primarily the result of proceeds received on issuance of shares and shareholder advances.

Results of Operations

Comparison of Three months ended June 30, 2018, to Three months ended June 30, 2017

We did not earn any revenues during the three months ended June 30, 2018, and June 30, 2017. 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.

Consulting Fees. Consulting fees decreased to \$28,000 for the three months ended June 30, 2018 from \$37,946 for the three months ended June 30, 2017. The decrease in consulting fees was primarily attributable to decrease in activity.

Exploration Expenses. Exploration expenses decreased to \$Nil for the three months ended June 30, 2018 from \$74,197 for the three months ended June 30, 2017. The decrease in exploration expenses was primarily due to decreased activity.

General and Administrative Expenses. General and administrative expenses increased to \$1,466 for the three months ended June 30, 2018 from \$851 for the three months ended June 30, 2017. The increase in general and administrative expenses was primarily related to increase in rental costs for core sample storage.

Professional Fees. Professional fees decreased to \$25,958 for the three months ended June 30, 2018 from \$48,433 for the three months ended June 30, 2017. The decrease in professional fees was primarily due to a decrease in audit fees.

Net Income (loss). For the three months ended June 30, 2018, we incurred a net loss of \$(49,878) as compared to a net loss of \$(168,281) for the three months ended June 30, 2017. The decrease in net loss was primarily a result of decreased activity.

Comparison of Six months ended June 30, 2018 to Six months ended June 30, 2017

Consulting Fees. Consulting fees decreased to \$56,000 for the six months ended June 30, 2018 from \$89,446 for the six months ended June 30, 2017. The decrease in consulting fees was primarily attributable to decrease in activity.

Exploration Expenses. Exploration expenses decreased to \$1,315 for the six months ended June 30, 2018 from \$76,067 for the six months ended June 30, 2017. The decrease in exploration expenses was primarily due to decreased activity.

General and Administrative Expenses. General and administrative expenses increased to \$2,722 for the six months ended June 30, 2018 from \$2,044 for the six months ended June 30, 2017. The increase in general and administrative expenses was primarily related to rental cost associated with core sample storage.

Professional Fees. Professional fees decreased to \$33,652 for the six months ended June 30, 2018 from \$50,193 for the six months ended June 30, 2017. The decrease in professional fees was primarily due to lower audit fees.

Net Income (loss). For the six months ended June 30, 2018, we incurred a net loss of \$(93,779) as compared to a net loss of \$(1,214,764) for the six months ended June 30, 2017. The decrease in net loss was primarily a result of recognition of impairment charges against our mining assets due to going concern issues.

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.

During the period covered by this Quarterly Report, no legal proceedings were commenced, and there were no material developments in already-pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the Company is a party or of which any of its property is subject.

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 June 30, 2018, 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.

None.

Item 6. Exhibits.

INDEX TO EXHIBITS

| Exhibit | Description |
|---------|--|
| 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 and 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.PRE | XBRL Taxonomy Extension Presentation Linkbase |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase |
| 101.SCH | XBRL Taxonomy Extension Schema |

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: August 13, 2018

By: /s/ Benedetto Fuschino
Benedetto Fuschino
President, Chief Executive Officer (Principal
Executive Officer) and Director

Joshua Gold Resources Inc.

Dated: August 13, 2018

By: /s/ Dino Micacchi
Dino Micacchi
Secretary-Treasurer, Chief Financial Officer
(Principal Financial Officer) and Director