GOLDEN RIVER RESOURCES CORP.
Form 10QSB
February 14, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 2O549

FORM 10-QSB

(Mark one)

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

For the quarterly period ended December 31, 2007 or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR l5 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______________ to ______________
Commission File Number 0-16097

GOLDEN RIVER RESOURCES CORPORATION
(formerly BAY RESOURCES LTD)
(Exact name of Registrant as specified in its charter)

Delaware	98-0079697
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

Level 8, 580 St. Kilda Road, Melbourne, Victoria, 3004 Australia
(Address of principal executive offices) (Zip Code)

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

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

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. There were 26,711,630 outstanding shares of Common Stock as of February 11, 2008. (Does not include 10,000,000 shares of common stock that are issuable upon exercise of Special Warrants, without the payment of any additional consideration.)

Transitional Small Business Disclosure Format (Check one) Yes ____ No __x_

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Item 1. FINANCIAL STATEMENTS

Introduction to Interim Financial Statements.

The interim financial statements included herein have been prepared by Golden River Resources Corporation ("Golden River Resources" or the "Company") without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "Commission"). Certain information and footnote disclosure normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. These interim financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-KSB for the year ended June 30, 2007.

In the opinion of management, all adjustments, consisting of normal recurring adjustments and consolidating entries, necessary to present fairly the financial position of the Company and subsidiaries as of December 31, 2007, the results of its operations for the three and six month periods ended December 31, 2007 and December 31, 2006, and the changes in its cash flows for the three and six month periods ended December 31, 2007 and December 31, 2006, have been included. The results of operations for the interim periods are not necessarily indicative of the results for the full year.

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

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

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Balance Sheet
December 31, 2007
(Unaudited)

	A$000's
ASSETS	
Current Assets	
Cash	11
Receivables	44
Prepayments and Deposits	51
Total Current Assets	106
Non Current Assets	
Property and Equipment, net	-
Total Non Current Assets	-
Total Assets	106
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Liabilities	
Accounts Payable and Accrued Expenses	389
Total Current Liabilities	389
Total Liabilities	389

Stockholders' Equity:	
Common Stock: $.0001 par value	
100,000,000 shares authorized,	
26,714,130 issued	3
Additional Paid-in-Capital	34,735
Less Treasury Stock at Cost, 2,500 shares	(20)
Other Comprehensive Loss	(12)
Retained Deficit during exploration stage	(8,587)
Retained Deficit prior to exploration stage	(26,402)
Total Stockholders' Equity (Deficit)	(283)
Total Liabilities and Stockholders' Equity	106

See Notes to Consolidated Financial Statements

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GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Operations
Three and Six Months Ended December 31, 2007 and 2006
and for the cumulative period July 1, 2002
(inception of exploration activities) to
December 31, 2007
(Unaudited)

	Three Months Ended December 31, 2007 A$000's	Three Months Ended December 31, 2006 A$000's	Six Mon En December 2 A$00
Revenues	A$-	A$-	
Costs and Expenses:			
Stock Based Compensation	53	36	
Exploration Expenditure	(20)	50	
Loss on Disposal of Equipment	-	-	
Interest Expense, net	-	-	
Legal, Accounting and Professional	14	55	
Administrative	135	106	

	182	247	
(Loss) from Operations	(182)	(247)	(4
Foreign Currency Exchange Gain (Loss)	1	(45)	
Other Income:			
Interest	-	4	
- net, related entity			
- other	-	-	
(Loss) before Income Tax	(181)	(288)	(4
Provision for Income Tax	-	-	
Net (Loss)	(181)	(288)	(4
Basic net (Loss) Per Common Equivalent Shares	$(0.00)	$(0.01)	$(0.
Weighted Number of Common Equivalent Shares Outstanding (000's)	36,714	36,714	36,

See Notes to Consolidated Financial Statements

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GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Cash
Flows Six Months Ended December 31, 2007 and 2006
and for the cumulative period
July 1, 2002 (inception of exploration activities) to December 31, 2007
(Unaudited)

	2007	
	A$000's	A$
CASH FLOWS FROM OPERATING ACTIVITIES		

Net (Loss)	(471)	
Adjustments to reconcile net (loss) to net cash (used) in Operating Activities		
Foreign Currency Exchange Loss	5	
Depreciation of Plant and Equipment	-	
Stock based compensation	107	
Accrued interest added to principal	-	
Net Change in:		
Receivables	(23)	
Staking Deposit	-	
Prepayments and Deposits	(3)	
Accounts Payable and Accrued Expenses	56	
Short Term Advance - Affiliates	-	
Net Cash (Used) in Operating Activities	(329)	(1
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Plant and Equipment	-	
Net Cash (Used) in Investing Activities	-	
CASH FLOW PROVIDED BY FINANCING ACTIVITIES		
Net Borrowings from Affiliates	-	
Sale of Warrants (net)	-	
Proceeds from Loan Payable	-	
Net Cash Provided by (Used in)Financing Activities	-	
Effects of Exchange Rate on Cash	(9)	
Net Increase (decrease) in Cash	(338)	(1
Cash at Beginning of Period	349	
Cash at End of Period	11	
Supplemental Disclosures		
Interest Paid	-	
NON CASH FINANCING ACTIVITY		
Debt repaid through issuance of shares	-	
Stock Options recorded as Deferred Compensation	-	

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
December 31, 2007
and for the cumulative period July 1, 2002
(inception of exploration activities) to December 31, 2007
(Unaudited)

	Shares	Common Stock Amount	Treasury Stock, at Cost	Additional Paid-in Capital	Retained (Deficit) (during the Exploration stage)	Retained (Deficit) (prior to Exploration stage)	Deferred Compen- sation	Ot Com hen Lo
	000's	A$000's	A$000's	A$000's	A$000's	A$000's	A$000's	A$0
Balance June 30, 2002	6,347	$1	$(20)	$25,175	-	$(26,402)	-	
Net loss	-	-	-	-	$(681)	-	-	
Balance June 30, 2003	6,347	$1	$(20)	$25,175	$(681)	$(26,402)	-	
Issuance of 1,753,984 shares and warrants in lieu of debt repayment	1,754	-	-	$2,273	-	-	-	
Sale of 1,670,000 shares and warrants	1,670	-	-	$2,253	-	-	-	
Issuance of 6,943,057 shares on cashless exercise of options	6,943	$1	-	$(1)	-	-	-	
Net unrealized loss on foreign exchange	-	-	-	-	-	-	-	
Net (loss)	-	-	-	-	$(1,723)	-	-	
Balance June 30, 2004	16,714	$2	$(20)	$29,700	$(2,404)	$(26,402)	-	
Issuance of 1,400,000 options under 2004 stock option plan	-	-	-	$575	-	-	$(575)	
Amortization of 1,400,000 options under 2004 stock option plan	-	-	-	-	-	-	$377	
Net unrealized gain on foreign exchange	-	-	-	-	-	-	-	
Net/(loss)	-	-	-	-	$(2,600)	-	-	
Balance June 30, 2005	16,714	$2	$(20)	$30,275	$(5,004)	$(26,402)	$(198)	
To eliminate deferred compensation against Paid-In Capital	-	-	-	$(198)	-	-	$198	
Issuance of 10,000,000 shares and 20,000,000 options in lieu of debt repayment	10,000	$1	-	$1,999	-	-	-	
Sale of 20,000,000 normal warrants	-	-	-	$997	-	-	-	

Sale of 10,000,000 special warrants	-	-	-	$1,069	-	-	-

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
December 31, 2007
and for the cumulative period July 1, 2002
(inception of exploration activities) to December 31, 2007
(Unaudited) Continued

	Shares	Common Stock Amount	Treasury Stock, at Cost	Additional Paid-in Capital	Retained (Deficit) (during the Exploration stage)	Retained (Deficit) (prior to Exploration stage)	Deferred Compen- sation	Ot Com hen Lo
	000's	A$000's	A$000's	A$000's	A$000's	A$000's	A$000's	A$0
Net unrealized loss on foreign exchange	-	-	-	-	-	-	-	
Net (loss)	-	-	-	-	$(1,328)	-	-	
Balance June 30, 2006	26,714	$3	$(20)	$34,333	$(6,332)	$(26,402)	$-	$
Costs associated with sale of normal and special warrants	-	-	-	$(5)	-	-	-	
Amortization of 1,400,000 options under 2004 stock option plan	-	-	-	$7	-	-	-	
Amortization of 4,650,000 options under 2006 stock option plan	-	-	-	$293	-	-	-	
Net unrealized loss on foreign exchange	-	-	-	-	-	-	-	
Net (loss)	-	-	-	-	$(1,784)	-	-	
Balance June 30, 2007	26,714	$3	$(20)	$34,628	$(8,116)	$(26,402)	$-	
Amortization of 4,650,000 options under 2006 stock option plan	-	-	-	$107	-	-	-	
Net unrealized loss on foreign exchange	-	-	-	-	-	-	-	
Net (loss)	-	-	--	-	$(471)	-	-	
Balance December 31, 2007	26,714	$3	$(20)	$34,735	$(8,587)	$(26,402)	$-	$

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
December 31, 2007

(1) Organisation

Golden River Resources Corporation ("Golden River Resources"), formerly Bay Resources Ltd, is incorporated in the State of Delaware. The principal shareholders of Golden River Resources are companies associated with Mr JI Gutnick and Mrs S Gutnick. These companies owned 77.48% of Golden River Resources as of December 31, 2007. During fiscal 1998, Golden River Resources incorporated a further subsidiary, Baynex.com Pty Ltd, under the laws of Australia. Baynex.com Pty Ltd has not traded since incorporation. On August 21, 2000, Golden River Resources incorporated a new wholly owned subsidiary, Bay Resources (Asia) Pty Ltd, a corporation incorporated under the laws of Australia. In May 2002, the Company incorporated a new wholly owned subsidiary, Golden Bull Resources Corporation (formerly 4075251 Canada Inc), a corporation incorporated under the laws of Canada. Golden Bull Resources Corporation is undertaking exploration activities for gold in Canada. On March 8, 2006, shareholders approved the change of the Company's name to Golden River Resources. On January 22, 2008, Bay resources (Asia) Pty Ltd and Baynex.com Pty Ltd made application to Australian Securities and Investments Commission for de-registration as they were no longer trading.

(2) Affiliate Transactions

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

Included in payables at December 31, 2007 was A$225,696 due to AXIS. During the six months ended December 31, 2007 and 2006 AXIS advanced Golden River Resources A$25,000 and A$53,000 respectively, provided services in accordance with the service agreement of A$252,725 and A$183,169 respectively and advanced/reimbursed AXIS A$192,614 and A$362,000 respectively for outstanding amounts, including carried forward outstanding amounts. During the six months ended December 31, 2006 the Company charged AXIS interest of A$6,992 at an interest rate between 9.35% and 10.10%. During the six months ended December 31, 2007 AXIS did not charge interest. AXIS is affiliated through common management and ownership.

Interest expense incurred on loans and advances due to affiliated entities approximated A$nil in the six months ended December 31, 2006 and $nil in the six months ended December 31, 2007.

(3) Recent Accounting Pronouncements

In July 2006, the FASB issued FASB Interpretation No. 48 "Accounting for Uncertainty in Income Taxes"- an interpretation of FASB Statement No. 109

(FIN 48), which provides clarification related to the process associated with accounting for uncertain tax positions recognized in consolidated financial statements. FIN 48 prescribes a more-likely-than-not threshold for financial statement recognition and measurement of a tax position taken, or expected to be taken, in a tax return. FIN 48 also provides guidance related to, among other things, classification, accounting for interest and penalties associated with tax positions, and disclosure requirements. FIN 48 is effective for fiscal years beginning after December 15, 2006. The adoption of this statement did not have a material effect on the Company's future reported financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" which provides enhanced guidance for using fair value to measure assets and liabilities. SFAS No. 157 provides a common definition of fair value and establishes a framework to make the measurement of fair value in generally accepted accounting principles more consistent and comparable. SFAS No. 157 also

requires expanded disclosures to provide information about the extent to which fair value is used to measure assets and liabilities, the methods and assumptions used to measure fair value, and the effect of fair value measures on earnings. SFAS No. 157 is effective for financial statements issued in fiscal years beginning after November 15, 2007 and for interim periods within those fiscal years. The adoption of this interpretation is not expected to have a material impact on the Company's future reported financial position or results of operations.

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

In December 2007, the FASB issued SFAS No. 141(R), "Business Combinations" ("SFAS 141(R)"), which replaces SFAS 141. SFAS 141(R) requires assets and liabilities acquired in a business combination, contingent consideration, and certain acquired contingencies to be measured at their fair values as of the date of acquisition. SFAS 141(R) also requires that acquisition-related costs and restructuring costs be recognized separately from the business combination. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008 and will be effective for business combinations entered into after January 1, 2009.

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

(4) Comprehensive Income (Loss)

The Company follows SFAS No. 130 "Reporting Comprehensive Income" ("SFAS 130"). SFAS 130 requires a company to report comprehensive income (loss) and its components in a full set of financial statements. Comprehensive income (loss) is the change in equity during a period from transactions and other events and circumstances from non-owner sources, such as unrealized gains (losses) on foreign currency translation adjustments. Changes in unrealized foreign currency gains or (losses) during the six months to December 31, 2007 and 2006 amounted to (A$6,000) and A$7,000 respectively. Accordingly, comprehensive loss for the six months ended December 31, 2007 and 2006 amounted to A$(477,000) and A$(825,000) respectively.

(5) Going Concern

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

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

The accumulated deficit of the Company from inception through December 31, 2007 amounted to A$34,989,000 of which A$8,587,000 has been accumulated from July 2002, the date the Company entered the Exploration Stage, through December 31, 2007.

(6) Income Taxes

Golden River Resources should have carried forward losses of approximately US$22.6 million as of June 30, 2007 which will expire in the year 2008 through 2025. Golden River Resources will need to file tax returns for those years having losses on which returns have not been filed to establish the tax benefits of the net operating loss carry forwards. Due to the uncertainty of

the availability and future utilization of those operating loss carry forwards, management has provided a full valuation against the related tax benefit.

(7) Issue of Options under Stock Option Plan

On January 1, 2006, the Company adopted revised SFAS No.123, Share-Based payment, which addresses the accounting for share-based payment transactions in which a company receives employee services in exchange for (a) equity instruments of that company or (b) liabilities that are based on the fair value of the company's equity instruments or that may be settled by the issuance of such equity instruments. Because the Company had previously adopted the fair value recognition provisions of SFAS No. 123, the revised standard did not have a material impact on its financial statements.

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

In October 2004, the Board of Directors and Remuneration Committee of the Company adopted a Stock Option Plan and agreed to issue 1,400,000 options and up to a further 500,000 options to acquire shares of common stock in the Company, at an exercise price of US$1.00 per option, subject to shareholder approval which was subsequently received on January 27, 2005. Of the total 1,400,000 options issued, 350,000 vested immediately following shareholder approval, 50,000 vested on September 30, 2005, 333,331 vested on July 27, 2005, 333,334 vested on January 27, 2006 and 333,335 vested on July 27, 2006. An additional 500,000 options were not granted as the proposed recipient had resigned prior to the date on which the options were issuable. The exercise price of US$1.00 was derived from the issue price of common stock from the placement of shares on September 30, 2004 and is considered by the Company's Directors to be the fair value of the common stock. The options expire on October 15, 2014.

The Company calculated the fair value of the 1,400,000 options using the Black Scholes valuation method using a fair value share price of US$1.00, strike price of US$1.00, maturity period of 5 years 7 1/2 months, risk free interest rate of 5.15% and volatility of 20%. This equates to a value of US31.85 cents per option. The total value of the options equates to be A$575,100 (US$445,900) and such amount was amortized over the vesting period. At December 31, 2007, the options were fully vested.

A summary of the options outstanding and exercisable at December 31, 2007 are as follows:

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

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

The Company has calculated the fair value of the 4,650,000 options using the binomial option pricing model using a fair value share price of US$0.166, exercise price of US30.84 cents, expected life T1 - 5 years 6 months, T2 - 6 years, T3 - 6 years 6 months, risk-free interest rate of 4.75% and volatility of

90%. The total value of the options equates to A$696,976 (US$525,450) and is being amortized over the vesting periods. For the six months ended December 31, 2007, the amortization amounted to A$107,420 and 600,000 options were forfeited. At December 31, 2007, the unamortized deferred compensation of these 4,050,000 outstanding options amounted to A$206,586.

A summary of the options outstanding and exercisable at December 31, 2007 are as follows:

	Outstanding	Exercisable

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

(8) Loss per share

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

Earnings per share

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

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

	Six months ended December 31	
	2007	2006
Weighted average shares	000's	000's
Outstanding - basic	26,714	26,714
- Warrants	10,000	10,000
Weighted average shares outstanding	36,714	36,714

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

FUND COSTS CONVERSION

The consolidated statements of operations and other financial and operating data contained elsewhere here in and the consolidated balance sheets and financial results have been reflected in Australian dollars unless otherwise stated.

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

6 months ended December 31, 2006 A$1.00 = US$.7893
6 months ended December 31, 2007 A$1.00 = US$.8767
6 months ended December 31, 2006 A$1.00 = CDN$.9207
6 months ended December 31, 2007 A$1.00 = CDN$.8610

RESULTS OF OPERATION

Three Months Ended December 31, 2007 vs. Three Months Ended December 31, 2006.

Costs and expenses decreased from A$247,000 in the three months ended December 31, 2006 to A$182,000 in the three months ended December 31, 2007. The Company's financial statements are prepared in Australian dollars (A$). A number of the costs and expenses of the Company are incurred in US$ and CDN$ and the conversion of these costs to A$ means that the comparison of the three months ended December 31, 2007 to the three months ended December 31, 2006 does not always present a true comparison.

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

a) a decrease in legal, accounting and professional expense from A$55,000 for the three months ended December 31, 2006 to A$14,000 for the three months ended December 31, 2007, primarily as a result of work in reviewing agreements in the three months ended December 31, 2006 for which there was no comparable amounts in the three months ended December 31, 2007.

b) an increase in administrative costs including salaries from A$106,000 in the three months ended December 31, 2006 to A$135,000 in the three months ended December 31, 2007, primarily as a result of an increase in the cost of services provided by AXIS in accordance with the service agreement.

c) a decrease in the exploration expenditure expense from A$50,000 for the three months ended December 31, 2006 to A$(20,000) for the three months ended December 31, 2007. The costs for the three months ended December 31, 2006 represents the finalization of field and sampling program undertaken at the Company's exploration properties within the Slave Craton in Nunavut, Canada for 2006. For the three months ended December 31, 2007, the costs related to consultants providing exploration reviews and advice, and adjustment to cost of rehabilitation as the Company was required to pay the estimated cost of the rehabilitation in advance and the actual cost was less than the estimated cost. No field exploration was undertaken during the quarter ended December 31, 2007.

d) an increase in stock based compensation from A$36,000 for the three months ended December 31, 2006 to A$53,000 for the three months ended December 31, 2007 as a result of an increase in the number of options outstanding. See Note 6 concerning the Company's outstanding stock options.

As a result of the foregoing, the loss from operations decreased from A$247,000 for the three months ended December 31, 2006 to A$182,000 for the three months ended December 31, 2007.

Other income decreased from A$4,000 in the three months ended December 31, 2006 to A$nil in the three months ended December 31, 2007.

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The Company recorded a foreign currency exchange gain of A$1,000 for the three months ended December 31, 2007 compared to a foreign currency exchange loss of A$45,000 for the three months ended December 31, 2006.

The net loss was A$181,000 for the three months ended December 31, 2007 compared to a net loss of A$288,000 for the three months ended December 31, 2006.

Six Months Ended December 31, 2007 vs. Six Months Ended December 31, 2006

Revenue was A$nil in the six months ended December 31, 2006 and A$nil in the six months ended December 31, 2007.

Costs and expenses decreased from A$780,000 in the six months ended December 31, 2006 to A$466,000 in the six months ended December 31, 2007. The Company's financial statements are prepared in Australian dollars (A$). A number of the costs and expenses of the Company are incurred in US$ and CDN$ and the conversion of these costs to A$ means that the comparison of the six months ended December 31, 2007 to the six months ended December 31, 2006 does not always present a true comparison.

The increase in expenses is a net result of:

a) a decrease in legal, accounting and professional expense from A$78,000 for the six months ended December 31, 2006 to A$31,000 for the six months ended December 31, 2007. For the six months ended December 31, 2007, a decrease in share register activity decreased the fee for maintenance of the records by the external share registrar, and legal expenses for reviewing agreements compared to the six months ended December 31, 2006.

b) an increase in administrative costs including salaries from A$235,000 in the six months ended December 31, 2006 to A$273,000 in the six months ended December 31, 2007 primarily as a result of an increase in the cost of services provided by AXIS in accordance with the service agreement.

c) a decrease in the exploration expenditure expense from A$424,000 for the six months ended December 31, 2006 to A$55,000 for the six months ended December 31, 2007 primarily as a result of decreased exploration activity. The cost for the six months ended December 31, 2006 represents the field and sampling program undertaken of the Company's exploration properties within the Slave Craton in Nunavut, Canada. No field exploration was completed during the six months ended December 31, 2007 however the costs relate to consultants providing exploration reviews and advice.

d) an increase in stock based compensation from A$43,000 for the six months ended December 31, 2006 to A$107,000 for the six months ended December 31, 2007 as a result of an increase in the number of options outstanding. See Note 6 concerning the Company's outstanding stock options.

As a result of the foregoing, the loss from operations decreased from A$780,000 for the six months ended December 31, 2006 to A$466,000 for the six months ended December 31, 2007.

Other income decreased from A$9,000 in the six months ended December 31, 2006 to A$nil in the six months ended December 31, 2007.

The Company recorded a foreign currency exchange loss of A$5,000 for the six months ended December 31, 2007, compared to A$61,000 for the six months ended December 31, 2006.

The net loss was A$471,000 for the six months ended December 31, 2007, compared to a net loss of A$832,000 for the six months ended December 31, 2006.

Liquidity and Capital Resources

For the six months ended December 31, 2007, net cash used in operating activities was A$329,000 primarily consisting of the net loss of A$471,000; and an increase in receivables of A$23,000, partially offset by an increase in accounts payable and accrued expenses of A$56,000 and an increase in stock based compensation of A$107,000.

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

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

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

As of December 31, 2007 the Company had short-term obligations of A$389,000 comprising accounts payable and accrued expenses.

We have A$11,000 in cash at December 31, 2007.

During fiscal 2004 and 2005, we undertook a field exploration program on our Committee Bay and Slave Properties. In relation to the Committee Bay Properties, this was more than the minimum required expenditure and as a result, we do not have a legal obligation to undertake further exploration on those properties during their life. However our properties are prospective for gold and other minerals. We undertook further exploration in August 2006 on the Slave Properties and we spent A$502,000 on such exploration activities in fiscal 2007 and to date A$55,000 in fiscal 2008 for maintenance cost. We are currently investigating capital raising opportunities which may be in the form of either equity or debt, to provide funding for working capital purposes and future exploration programs. There can be no assurance that such a capital raising will be successful, or that even if an offer of financing is received by the Company, it is on terms acceptable to the Company.

Cautionary Safe Harbor Statement under the United States Private Securities Litigation Reform Act of 1995.

Certain information contained in this Form 10-QSB's forward looking information within the meaning of the Private Securities Litigation Act of 1995 (the "Act") which became law in December 1995. In order to obtain the benefits of the "safe harbor" provisions of the act for any such forwarding looking statements, the Company wishes to caution investors and prospective investors about significant factors which among others have affected the Company's actual results and are in the future likely to affect the Company's actual results and cause them to differ materially from those expressed in any such forward looking statements. This Form 10-QSB report contains forward looking statements relating to future financial results. Actual results may differ as a result of factors over which the Company has no control including, without limitation, the risks of exploration and development stage projects, political risks of development in foreign countries, risks associated with environmental and other regulatory matters, mining risks and competition and the volatility of gold and copper prices, movements in the foreign exchange rate

and the availability of additional financing for the Company. Additional information which could affect the Company's financial results is included in the Company's Form 10-KSB on file with the Securities and Exchange Commission.

Item 3. CONTROLS AND PROCEDURES

Our principal executive officer and our principal financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 as amended) as of the end of the period covered by this report. Such disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company is accumulated and communicated to the appropriate management, including the principal executive and financial officers, on a basis that permits timely decisions regarding timely disclosure. Based on that evaluation, such principal executive officer and principal financial officer concluded that, the Company's disclosure control and procedure as of the end of the period covered by this report have been designed and are functioning effectively to provide reasonable assurance that the information required to be disclosed by the Company in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Change in Internal Control over Financial Reporting

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

We believe that a controls system, no matter how well designed and operated, can not provide absolute assurance that the objectives of the controls system, no matter how well designed and operated, can not provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

PART II

OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

Not Applicable

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not Applicable

Item 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not Applicable

Item 5. OTHER INFORMATION

Not Applicable

Item 6. EXHIBITS

(a)

Exhibit No.	Description
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley act of 2002

(FORM 10-QSB)

SIGNATURES

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

Golden River Resources Corporation

By: /s/____Joseph I. Gutnick________________

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

By: /s/____Peter Lee________________________
Peter Lee, Director, Secretary and
Chief Financial Officer
(Principal Financial Officer)

Dated February 14, 2008

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