

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

FORM 10-Q

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

For the quarterly period ended: September 30, 2008
or

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

For the transition period from: _____ to _____

GOLDEN RIVER RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-16097
(Commission
File Number)

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

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

011 (613) 8532 2866
(Registrant's telephone number, including area code)

N/A

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

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

Yes No

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

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

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. There were 26,711,630 outstanding shares of Common Stock as of November 12, 2008. (Does not include 10,000,000 shares of common stock that are issuable upon exercise of Special Warrants, without the payment of any additional consideration.)

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

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

Yes No

Table Of Contents

	<u>PAGE NO</u>
PART I. FINANCIAL INFORMATION	
Item 1 Financial Statements	2
Item 2 Management's Discussion and Analysis or Plan of Operations	14
Item 3 Quantitative and Qualitative Disclosure about Market Risk	16
Item 4 Controls and Procedures	16
PART II OTHER INFORMATION	
Item 1 Legal Proceedings	17
Item 1A Risk Factors	17
Item 2 Unregistered Sales of Equity Securities and Use of Proceeds	17
Item 3 Defaults Upon Senior Securities	17
Item 4 Submission of Matters to a Vote of Security Holders	17
Item 5 Other Information	17
Item 6 Exhibits	17
SIGNATURES	18
EXHIBIT INDEX	19
Exh. 31.1 Certification	20
Exh. 31.2 Certification	22
Exh. 32.1 Certification	24
Exh. 32.2 Certification	25

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

Introduction to Interim Financial Statements.

The interim financial statements included herein have been prepared by Golden River Resources Corporation (“Golden River Resources” or the “Company”) without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the “Commission”). Certain information and footnote disclosure normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. These interim financial statements should be read in conjunction with the financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended June 30, 2008.

The 2007 financial statements have been restated to reflect certain adjustments resulting from the valuation of the Company’s stock option grants (refer to Note 2).

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 September 30, 2008, the results of its operations for the three month periods ended September 30, 2008 and September 30, 2007, and the changes in its cash flows for the three month periods ended September 30, 2008 and September 30, 2007, have been included. The results of operations for the interim periods are not necessarily indicative of the results for the full year.

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

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

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

	September 30, 2008 A\$000's (Unaudited)	June 30, 2008 A\$000's
ASSETS		
Current Assets		
Cash	\$25	\$8
Receivables	14	30
	39	38
Total Current Assets		
Total Assets	\$39	\$38
 LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts Payable and Accrued Expenses	\$827	\$711
	827	711
Total Current Liabilities		
Total Liabilities	827	711
Commitments and Contingencies (Notes 10 and 11)		
Stockholders' Equity (Deficit):		
Common Stock: \$.0001 par value 100,000,000 shares authorized, 26,714,130 issued	3	3
Additional Paid-in-Capital	36,548	36,462
Less Treasury Stock at Cost, 2,500 shares	(20)	(20)
Accumulated Other Comprehensive Loss	(7)	(9)
Retained Deficit during exploration stage	(10,910)	(10,707)
Retained Deficit prior to exploration stage	(26,402)	(26,402)
	(788)	(673)
Total Stockholders' Equity (Deficit)		
Total Liabilities and Stockholders' Equity (Deficit)	\$39	\$38

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Operations
Three Months Ended September 30, 2008 and 2007 and for the cumulative period
July 1, 2002 (inception of exploration activities) to September 30, 2008
(Unaudited)

	Three Months Ended Sep 30, 2008 A\$000's	Three Months Ended Sep 30, 2007 A\$000's restated	July 1, 2002 to Sep 30, 2008 A\$000's
	A\$-	A\$-	A\$-
Revenues			
Costs and Expenses:			
Stock Based Compensation	86	110	2,788
Exploration Expenditure	43	75	3,400
Loss on Disposal of Equipment	-	-	1
Interest Expense, net	-	-	423
Legal, Accounting and Professional Administrative	40 26	17 138	740 3,434
	195	340	10,786
(Loss) from Operations	(195)	(340)	(10,786)
Foreign Currency Exchange Gain (Loss)	(8)	(6)	(132)
Other Income:			
Interest – net, related entity	-	-	5
– other	-	-	3
(Loss) before Income Tax	(203)	(346)	(10,910)
Provision for Income Tax	-	-	-
Net (Loss)	(203)	(346)	(10,910)
Basic net (Loss) Per Common Equivalent Shares	\$(0.01)	\$(0.01)	\$(0.52)
Weighted Number of Common Equivalent Shares Outstanding (000's)	36,714	36,714	20,786

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Cash Flows
Three Months Ended September 30, 2008 and 2007 and for the cumulative period
July 1, 2002 (inception of exploration activities) to September 30, 2008
(Unaudited)

	2008 <u>A\$000's</u>	2007 <u>A\$000's</u> restated	July 1, 2002 to Sep 30, 2008 <u>A\$000's</u>
CASH FLOWS FROM OPERATING ACTIVITIES			
Net (Loss)	(203)	(346)	(10,910)
Adjustments to reconcile net (loss) to net cash (used) in Operating Activities			
Foreign Currency Exchange Loss	8	6	110
Depreciation of Plant and Equipment	-	-	27
Stock based compensation	86	110	2,788
Accrued interest added to principal	-	-	184
Net Change in:			
Receivables	16	(8)	(14)
Staking Deposit	-	-	23
Prepayments and Deposits	-	(5)	-
Accounts Payable and Accrued Expenses	118	(73)	339
Short Term Advance - Affiliates	-	-	-
Net Cash (Used) in Operating Activities	25	(316)	(7,453)
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Plant and Equipment	-	-	(27)
Net Cash (Used) in Investing Activities	-	-	(27)
CASH FLOW PROVIDED BY FINANCING ACTIVITIES			
Net Borrowings from Affiliates	-	-	1,031
Sale of Warrants (net)	-	-	4,311
Proceeds from Loan Payable	-	-	2,273
Net Cash Provided by (Used in) Financing Activities	-	-	7,615
Effects of Exchange Rate on Cash	(8)	(12)	(111)
Net Increase (decrease) in Cash	17	(328)	24
Cash at Beginning of Period	8	349	1
Cash at End of Period	25	21	25
Supplemental Disclosures			
Interest Paid	-	-	363
NON CASH FINANCING ACTIVITY			
Debt repaid through issuance of shares	-	-	6,156
Stock Options recorded as Deferred Compensation	-	-	1,342

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
September 30, 2008
and for the cumulative period July 1, 2002
(inception of exploration activities) to September 30, 2008
(Unaudited)

	<u>Shares</u>	<u>Common Stock</u>	<u>Treasury Stock, at Cost</u>	<u>Additional Paid-in Capital</u>	<u>Retained (Deficit) (during the Exploration stage)</u>	<u>Retained (Deficit) (prior to Exploration stage)</u>	<u>Deferred Compen- sation</u>	<u>Accumulated Other Compre- hensive Loss</u>	<u>Total</u>
	<u>Amount</u>								
	000's	A\$000's	A\$000's	A\$000's	A\$000's	A\$000's	A\$000's	A\$000's	A\$000's
Balance June 30, 2002	6,347	\$1	\$(20)	\$25,175	-	\$(26,402)	-	-	\$(1,246)
Net loss	-	-	-	-	\$(681)	-	-	-	(681)
Balance June 30, 2003	6,347	\$1	\$(20)	\$25,175	\$(681)	\$(26,402)	-	-	\$(1,927)
Issuance of 1,753,984 shares and warrants in lieu of debt repayment	1,754	-	-	\$2,273	-	-	-	-	\$2,273
Sale of 1,670,000 shares and warrants	1,670	-	-	\$2,253	-	-	-	-	\$2,253
Issuance of 6,943,057 shares on cashless exercise of options	6,943	\$1	-	\$(1)	-	-	-	-	-
Net unrealized loss on foreign exchange	-	-	-	-	-	-	-	\$(9)	\$(9)
Net (loss)	-	-	-	-	\$(1,723)	-	-	-	\$(1,723)
Balance June 30, 2004	16,714	\$2	\$(20)	\$29,700	\$(2,404)	\$(26,402)	-	\$(9)	\$867
Issuance of 1,400,000 options under 2004 stock option plan	-	-	-	\$1,720	-	-	\$(1,720)	-	-
Amortization of 1,400,000 options under 2004 stock option plan	-	-	-	-	-	-	\$1,144	-	\$1,144
Net unrealized gain on foreign exchange	-	-	-	-	-	-	-	\$6	\$6
Net/(loss)	-	-	-	-	\$(3,367)	-	-	-	\$(3,367)
Balance June 30, 2005	16,714	\$2	\$(20)	\$31,420	\$(5,771)	\$(26,402)	\$(576)	\$(3)	\$(1,350)

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
September 30, 2008
and for the cumulative period July 1, 2002
(inception of exploration activities) to September 30, 2008
(Unaudited) Continued

	<u>Shares</u>	<u>Common Stock</u>	<u>Treasury Stock, at Cost</u>	<u>Additional Paid-in Capital</u>	<u>Retained (Deficit) (during the Exploration stage)</u>	<u>Retained (Deficit) (prior to Exploration stage)</u>	<u>Deferred Compen- sation</u>	<u>Accumulated Other Compre- hensive Loss</u>	<u>Total</u>
	<u>Amount</u>								
	000's	A\$000's	A\$000's	A\$000's	A\$000's	A\$000's	A\$000's	A\$000's	A\$000's
To eliminate deferred compensation against Paid-In Capital	-	-	-	\$(576)	-	-	\$576	-	-
Issuance of 10,000,000 shares and 20,000,000 options in lieu of debt repayment	10,000	\$1	-	\$3,882	-	-	-	-	\$3,883
Capital gain on shares and options issued in lieu of debt repayment	-	-	-	\$(1,883)	-	-	-	-	\$(1,883)
Sale of 20,000,000 normal warrants	-	-	-	\$997	-	-	-	-	\$997
Sale of 10,000,000 special warrants	-	-	-	\$1,069	-	-	-	-	\$1,069
Amortization of 1,400,000 options under 2004 stock option plan	-	-	-	597	-	-	-	-	597
Net unrealized loss on foreign exchange	-	-	-	-	-	-	-	\$(8)	\$(8)
Net (loss)	-	-	-	-	\$(1,694)	-	-	-	\$(1,694)
Balance June 30, 2006 (Note 2)	26,714	\$3	\$(20)	\$35,466	\$(7,465)	\$(26,402)	\$-	\$(11)	\$1,571
Costs associated with sale of normal and special warrants	-	-	-	\$(5)	-	-	-	-	\$(5)
Amortization of 1,400,000 options under 2004 stock option plan	-	-	-	\$20	-	-	-	-	\$20
Amortization of 4,650,000 options under 2006 stock option plan	-	-	-	\$593	-	-	-	-	\$593
Net unrealized loss on foreign exchange	-	-	-	-	-	-	-	\$5	\$5
Net (loss)	-	-	-	-	\$(2,097)	-	-	-	\$(2,097)
Balance June 30, 2007 (Note 2)	26,714	\$3	\$(20)	\$36,074	\$(9,562)	\$(26,402)	\$-	\$(6)	\$87

See NOTES to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
September 30, 2008
and for the cumulative period July 1, 2002
(inception of exploration activities) to September 30, 2008
(Unaudited) Continued

	Shares	Common Stock Amount	Treasury Stock, at Cost	Additional Paid-in Capital	Retained (Deficit) (during the Exploration stage)	Retained (Deficit) (prior to Exploration stage)	Deferred Compen- sation	Accumulated Other Compre- hensive Loss	Total
Amortization of 4,650,000 options under 2006 stock option plan	-	-	-	\$388	-	-	-	-	\$388
Net unrealized loss on foreign exchange	-	-	-	-	-	-	-	\$(3)	\$(3)
Net (loss)	-	-	--	-	\$(1,145)	-	-	-	\$(1,145)
Balance June 30, 2008	26,714	\$3	\$(20)	\$36,462	\$(10,707)	\$(26,402)	\$-	\$(9)	\$(673)
Amortization of 4,650,000 options under 2006 stock option plan	-	-	-	\$86	-	-	-	-	\$86
Net unrealized gain on foreign exchange	-	-	-	-	-	-	-	\$2	\$2
Net (loss)	-	-	--	-	\$(203)	-	-	-	\$(203)
Balance September 30, 2008	26,714	\$3	\$(20)	\$36,548	\$(10,910)	\$(26,402)	\$-	\$(7)	\$(788)

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 September 30, 2008

(1) Organisation

Golden River Resources Corporation ("Golden River Resources"), formerly Bay Resources Ltd, is incorporated in the State of Delaware. The principal shareholders of Golden River Resources are companies associated with Mr JI Gutnick and Mrs S Gutnick. These companies owned 77.48% of Golden River Resources as of September 30, 2008. During fiscal 1998, Golden River Resources incorporated a further subsidiary, Baynex.com Pty Ltd, under the laws of Australia. Baynex.com Pty Ltd has not traded since incorporation. On August 21, 2000, Golden River Resources incorporated a new wholly owned subsidiary, Bay Resources (Asia) Pty Ltd, a corporation incorporated under the laws of Australia. In May 2002, the Company incorporated a new wholly owned subsidiary, Golden Bull Resources Corporation (formerly 4075251 Canada Inc), a corporation incorporated under the laws of Canada. Golden Bull Resources Corporation is undertaking exploration activities for gold in Canada. On March 8, 2006, shareholders approved the change of the Company's name to Golden River Resources.

(2) Adjustments and Restatement of Financial Statements

The financial statements for the three months ended September 30, 2007 have been restated to revise the Company's estimated fair value of certain stock option grants.

In October 2006, the Company granted 4,650,000 options under the Stock Option Plan to the Company's officers, directors and consultants. The Company utilized the services of an external valuer to determine the value of the options using the binomial option pricing model. At the time, the market price used in the binomial option pricing model was US\$0.166 which was based on the price that the Company had been able to conclude a private placement and at the time believed this to be the fair value of the shares of common stock. The Company has now determined the market price (US\$0.30) of the shares of common stock at the time of the issue of options as quoted on the OTCBB should have been used in the binomial option pricing model. The effect of the adjustment is an increase in Stock-Based Compensation expense in the three months ended September 30, 2007 by approximately A\$56,000.

In October 2004, the Company granted 1,400,000 options under the Stock Option Plan to the Company's officers, directors and consultants. The Company has recorded an adjustment to the estimated fair value of these options based upon a revision to the original volatility rate used in the fair value calculation. The effect of the adjustment is an increase in the opening retained earnings (deficit) at July 1, 2006 and additional paid-in capital by approximately A\$1.1 million. Such adjustment had no effect on total stockholders' equity or the Company's cashflows, and has also been reflected in the 2005 and 2006 statement of stockholders' equity included in the accompanying consolidated financial statements.

The effects of the above adjustments are as follows :

Consolidated statement of operations for the three months ended September 30, 2007

	As previously filed A\$	Adjustment to restate A\$	Restated A\$
Stock Based Compensation expense	54	56	110
Net (loss)	(290)	(56)	(346)
Basic net (loss) per Common Equivalent Shares	\$(0.01)	\$(0.00)	\$(0.01)

(3) 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 September 30, 2008 was A\$716,126 due to AXIS. During the three months ended September 30, 2008 and 2007 AXIS advanced Golden River Resources A\$77,000 and A\$nil respectively, provided services in accordance with the service agreement of A\$46,549 and A\$136,450 respectively and advanced/reimbursed AXIS A\$30,500 and A\$192,500 respectively for outstanding amounts, including carried forward outstanding amounts. During the three months ended September 30, 2007 and 2008 AXIS did not charge interest. AXIS is affiliated through common management and ownership.

(4) Recent Accounting Pronouncements

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

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115", which permits companies to choose to measure many financial instruments and certain other items at fair value. The provisions of FAS 159 are effective for the Company's fiscal year which commenced July 1, 2008. The adoption of FAS 159 did not have a material impact on the Company's consolidated financial position, results or operations or cash flows.

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

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

In March 2008, the FASB issued FSAB Statement No. 161 "Disclosure about Derivative Instruments and Hedging Activities-an amendment of FASB statements No. 133 ("FAS 161") which provides revised guidance for enhanced disclosures about how and why an entity uses derivative instruments, how derivative instruments and related hedged items are accounted for under FAS 133, and how derivative instruments and the related hedged items affect and entity's financial position, financial performance and cash flows. FAS 161 is effective for the Company's fiscal and interim periods beginning

after November 15, 2008. The Company does not currently have any derivative instruments and is not involved in any hedging activities.

In May 2008, the FASB issued SFAS No. 162 "The Hierarchy of Generally Acceptable Accounting Principles" ("SFAS 162"). SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of non-governmental entities that are presented in conformity with generally accepted accounting principles in the United States. This statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles". Although the Company will continue to evaluate the application of SFAS 162, the Company does not believe the adoption of SFAS 162 will have a material impact on its financial statements.

(5) 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 three months to September 30, 2008 and 2007 amounted to A\$(2,000) and A\$(6,586) respectively. Accordingly, comprehensive loss for the three months ended September 30, 2008 and 2007 amounted to A\$(201,000) and A\$(354,000) respectively.

(6) 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 September 30, 2008 amounted to A\$37,311,000 of which A\$10,910,000 has been accumulated from July 2002, the date the Company entered the Exploration Stage, through September 30, 2008.

(7) Income Taxes

Golden River Resources should have carried forward losses of approximately US\$37.1 million as of June 30, 2008 which will expire in the year 2009 through 2028. 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.

(8) Issue of Options under Stock Option Plan

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

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

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

The Company calculated the fair value of the 1,400,000 options using the Black Scholes valuation method using a fair value share price of US\$1.00, strike price of US\$1.00, maturity period of 5 years 7 ½ months, risk free interest rate of 5.15% and volatility of 20%. This equates to a value of US31.85 cents per option. The total value of the options equates to A\$1,744,800 (US\$1,352,820) and such amount was amortized over the vesting period. At September 30, 2008, the options were fully vested.

Since the issue of the options, 600,000 options have lapsed following the termination of participants to the issue.

A summary of the options outstanding and exercisable at September 30, 2008 are as follows:

	Outstanding	Exercisable
Number of options	800,000	800,000
Exercise price	US\$1.00	US\$1.00
Expiration date	October 15, 2014	October 15, 2014

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

The Company, through an unrelated third party consultant, has calculated the fair value of the 4,650,000 options using the binomial option pricing model using a fair value share price of US\$0.30, 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\$1,406,287 (US\$1,060,200) and is being amortised over the vesting periods. For the three months ended September 30, 2008, the amortization amounted to A\$86,487 and no options were forfeited. At September 30, 2008, the remaining value of the unamortized deferred compensation of these 4,050,000 outstanding options amounted to A\$157,025.

Since the issue of the options, 600,000 options have lapsed following the termination of participants to the issue.

A summary of the options outstanding and exercisable at September 30, 2008 are as follows:

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

(9) 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:

	Three months ended September 30	
	2008	2007
	000's	000's
Weighted average shares		
Outstanding - basic	26,714	26,714
- Warrants	10,000	10,000
Weighted average shares outstanding	<u>36,714</u>	<u>36,714</u>

The options to purchase 4,850,000 shares of common stock are not included in the earnings per share computation as such amounts would be anti-dilutive.

(10) Contingent Liability

The Company has received an invoice from a corporation that conducted the pegging of the claims in Canada on behalf of the Company. A number of claims that were pegged were not ultimately issued to the Company due to a number of errors by the pegging company. The Company had advised the pegging company that it does not believe any further payments are due to the pegging company as a result of the economic loss incurred by Golden River Resources. The Company believes that if it is unsuccessful in defending any claim that is brought against it, the maximum potential liability is CDN\$59,000 (A\$66,218). No accrued liability has been recorded in the accompanying financial statement pending the ultimate disposition of this matter.

(11) Commitments

In June 2008, the Company agreed on terms with Tahera Diamond Corporation to obtain full control of the mining properties that are listed in the Tahera/GRR agreement through the issuance of 3,000,000 shares of common stock and the payment of CDN\$86,000. The CDN\$86,000 was paid prior to June 30, 2008. The issuance of 3,000,000 shares of common stock has not been brought to account in the financial statements as the final agreements have not yet been executed.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

FUND COSTS CONVERSION

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

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

3 months ended September 30, 2007	A\$1.00 = US\$.7893
3 months ended September 30, 2008	A\$1.00 = US\$.9178
3 months ended September 30, 2007	A\$1.00 = CDN\$.9207
3 months ended September 30, 2008	A\$1.00 = CDN\$.9390

RESULTS OF OPERATION

Three Months Ended September 30, 2008 vs. Three Months Ended September 30, 2007.

Costs and expenses decreased from A\$339,000 in the three months ended September 30, 2007 to A\$195,000 in the three months ended September 30, 2008. The Company's financial statements are prepared in Australian dollars (A\$). A number of the costs and expenses of the Company are incurred in US\$ and CDN\$ and the conversion of these costs to A\$ means that the comparison of the three months ended September 30, 2008 to the three months ended September 30, 2007 does not always present a true comparison.

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

- a) An increase in legal, accounting and professional expense from A\$17,000 for the three months ended September 30, 2007 to A\$40,000 for the three months ended September 30, 2008, primarily as a result of costs associated with the Company's SEC compliance obligations.
- b) a decrease in administrative costs including salaries from A\$137,000 in the three months ended September 30, 2007 to A\$26,000 in the three months ended September 30, 2008, primarily as a result of a decrease in the cost of services provided by AXIS in accordance with the service agreement.
- c) a decrease in the exploration expenditure expense from A\$75,000 for the three months ended September 30, 2007 to A\$43,000 for the three months ended September 30, 2008. The costs related to consultants providing exploration reviews and advice. No field work was undertaken during the quarters ended September 30, 2007 or 2008.
- d) a decrease in stock based compensation from A\$110,000 for the three months ended September 30, 2007 to A\$86,000 for the three months ended September 30, 2008 as a result of a decrease in the number of options outstanding combined with a number of options being fully expensed prior to the current period. See Note 6 concerning the Company's outstanding stock options.

As a result of the foregoing, the loss from operations decreased from A\$339,000 for the three months ended September 30, 2007 to A\$195,000 for the three months ended September 30, 2008.

The Company recorded a foreign currency exchange loss of A\$8,000 for the three months ended September 30, 2008 compared to a foreign currency exchange loss of A\$6,000 for the three months ended September 30, 2007.

The net loss was A\$203,000 for the three months ended September 30, 2008 compared to a net loss of A\$346,000 for the three months ended September 30, 2007.

Liquidity and Capital Resources

For the three months ended September 30, 2008, net cash from operating activities was A\$25,000 primarily consisting of the net loss of A\$203,000; offset by a decrease in receivables of A\$16,000, an increase in accounts payable and accrued expenses of A\$118,000 and an increase in stock based compensation of A\$86,000.

As of September 30, 2008 the Company had short-term obligations of A\$827,000 comprising accounts payable and accrued expenses.

We have A\$25,000 in cash at September 30, 2008.

During fiscal 2004 and 2005, we undertook a field exploration program on our Committee Bay and Slave Properties. In relation to the Committee Bay Properties, this was more than the minimum required expenditure and as a result, we do not have a legal obligation to undertake further exploration on those properties during their life. However our properties are prospective for gold and other minerals. We undertook further exploration in August 2006 on the Slave Properties and we spent A\$502,000 on such exploration activities in fiscal 2007 and to date A\$93,000 in fiscal 2008 for maintenance cost. We are currently investigating capital raising opportunities which may be in the form of either equity or debt, to provide funding for working capital purposes and future exploration programs. There can be no assurance that such a capital raising will be successful, or that even if an offer of financing is received by the Company, it is on terms acceptable to the Company.

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

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

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

At September 30, 2008, the Company had no outstanding loan facilities. At September 30, 2008, assuming no change in the cash at bank, a 10% change in the A\$ versus US\$ exchange rate would have a nil effect on the Company's cash position.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure 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. Based on that evaluation, such principal executive officer and principal financial officer concluded that, the Company's disclosure control and procedures were effective as of the end of the period covered by this report.

(b) 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.

(c) Other

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 1A. Risk Factors.

Not Applicable

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

Not Applicable

Item 3. Defaults Upon Senior Securities.

Not Applicable

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

Not Applicable

Item 5. Other Information.

Not Applicable

Item 6. Exhibits.

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

(FORM 10-Q)

SIGNATURES

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

Golden River Resources Corporation

By:



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

By:



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

Dated 14 November, 2008

EXHIBIT INDEX

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**CERTIFICATION PURSUANT TO
SECURITIES EXCHANGE ACT RULE 13A-14(a)**

I, Joseph Gutnick, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Golden River Resources Corporation ("Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including their consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the statements for external purposes in accordance with generally accepted principals.
 - (c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the registrants fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors:

- (a) all significant deficiencies and material weaknesses the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information and;
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: 14 November, 2008



Name: Joseph I. Gutnick
Title: Chairman of the Board, President
and Chief Executive Officer

**CERTIFICATION PURSUANT TO
SECURITIES EXCHANGE ACT RULE 13A-14(a)**

I, Peter Lee, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Golden River Resources Corporation (“Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including their consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (e) designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the statements for external purposes in accordance with generally accepted principals.
 - (c) evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the registrants fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors:

- (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: 14 November, 2008

A handwritten signature in black ink, appearing to read 'Peter Lee', written in a cursive style.

Name: Peter Lee
Title: Director, Secretary and
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Golden River Resources Corporation (the "Company") for the three months ended September 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "report"), the undersigned, Joseph Gutnick, Chief Executive Officer of the Company, certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- (1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: 14 November, 2008



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

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Golden River Resources Corporation (the "Company") for the three months ended September 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "report"), the undersigned, Peter Lee, Chief Financial Officer of the Company, certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- (1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: 14 November, 2008,



Peter Lee
Director, Secretary and
Chief Financial Officer