

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

FORM 10-QSB

(Mark one)

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

For the quarterly period ended December 31, 2006 or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (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  
(State or other jurisdiction of  
incorporation or organization)

98-0079697  
(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  No

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

Yes  No

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 12, 2007. (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

## Table Of Contents

	<u>PAGE NO</u>
<b>PART I. FINANCIAL INFORMATION</b>	
Item 1 Financial Statements	2
Item 2 Management's Discussion and Analysis or Plan of Operation	11
Item 3 Controls and Procedures	15
<b>PART II OTHER INFORMATION</b>	
Item 1 Legal Proceedings	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
<b>SIGNATURES</b>	18
<b>EXHIBIT INDEX</b>	19
Exh. 31.1 Certification	20
Exh. 31.2 Certification	22
Exh. 32.1 Certification	24
Exh. 32.2 Certification	25

## **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, 2006.

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, 2006, the results of its operations for the three and six month periods ended December 31, 2006 and December 31, 2005, and the changes in its cash flows for the three and six month periods ended December 31, 2006 and December 31, 2005, 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, 2006  
(Unaudited)

	<u>A\$000's</u>
<b>ASSETS</b>	
Current Assets	
Cash	821
Receivables	154
Prepayments and Deposits	<u>47</u>
Total Current Assets	<u>1,022</u>
Non Current Assets	
Property and Equipment, net	<u>6</u>
Total Non Current Assets	<u>6</u>
Total Assets	<u><u>1,028</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>	
Current Liabilities	
Accounts Payable and Accrued Expenses	<u>245</u>
Total Current Liabilities	<u>245</u>
Total Liabilities	<u>245</u>
Stockholders' Equity:	
Common Stock: \$.0001 par value 100,000,000 shares authorized, 26,714,130 issued	3
Additional Paid-in-Capital	34,370
Less Treasury Stock at Cost, 2,500 shares	(20)
Other Comprehensive Loss	(4)
Retained Deficit during exploration stage	(7,164)
Retained Deficit prior to exploration stage	<u>(26,402)</u>
Total Stockholders' Equity	<u>783</u>
Total Liabilities and Stockholders' Equity	<u><u>1,028</u></u>

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
(An Exploration Stage Company)  
Consolidated Statements of Operations  
Three and Six Months Ended December 31, 2006 and 2005 and for the cumulative period  
July 1, 2002 (inception of exploration activities) to December 31, 2006  
(Unaudited)

	Three Months Ended December 31, 2006 A\$000's	Three Months Ended December 31, 2005 A\$000's	Six Months Ended December 31, 2006 A\$000's	Six Months Ended December 31, 2005 A\$000's	July 1, 2002 to December 31, 2006 A\$000's
Revenues:					
Interest – net, related entity	4	-	7	-	7
- other	-	-	2	-	2
	4	-	9	-	9
Costs and Expenses:					
Stock Based Compensation	36	58	43	136	611
Exploration Expenditure	50	87	424	125	3,086
Loss on Disposal of Equipment	-	-	-	-	1
Interest Expense, net	-	37	-	63	412
Legal, Accounting and Professional	55	24	78	39	565
Administrative	106	164	235	315	2,424
	247	370	780	678	7,099
(Loss) from Operations	(243)	(370)	(771)	(678)	(7,090)
Foreign Currency Exchange Gain (Loss)	(45)	(16)	(61)	(23)	(74)
	(288)	(386)	(832)	(701)	(7,164)
(Loss) before Income Tax	(288)	(386)	(832)	(701)	(7,164)
Provision for Income Tax	-	-	-	-	-
Net (Loss)	(288)	(386)	(832)	(701)	(7,164)
Basic net (Loss) Per Common Equivalent Shares	\$(0.01)	\$(0.02)	\$(0.03)	\$(0.04)	\$(0.50)
Weighted Number of Common Equivalent Shares Outstanding (000's)	26,714	16,714	26,714	16,714	14,237

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
(An Exploration Stage Company)  
Consolidated Statements of Cash Flows  
Six Months Ended December 31, 2006 and 2005 and for the cumulative period  
July 1, 2002 (inception of exploration activities) to December 31, 2006  
(Unaudited)

	2006 <u>A\$000's</u>	2005 <u>A\$000's</u>	July 1, 2002 to December 31, 2006 <u>A\$000's</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net (Loss)	(832)	(701)	(7,164)
Adjustments to reconcile net (loss) to net cash used in Operating Activities			
Foreign Currency Exchange Loss/(Gain)	61	23	74
Depreciation of Plant and Equipment	4	4	22
Stock based compensation	43	136	611
Accrued interest added to principal	-	40	184
Net Change in:			
Receivables	(121)	33	(154)
Staking Deposit	-	-	23
Prepayments and Deposits	-	-	(54)
Accounts Payable and Accrued Expenses	(342)	21	(274)
Short Term Advance - Affiliates	(1)	-	(36)
	<hr/>	<hr/>	<hr/>
Net Cash (Used) in Operating Activities	(1,188)	(444)	(6,768)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Plant and Equipment	-	-	(27)
	<hr/>	<hr/>	<hr/>
Net Cash (Used) in Investing Activities	-	-	(27)
<b>CASH FLOW PROVIDED BY FINANCING ACTIVITIES</b>			
Net Borrowings from Affiliates	-	447	1,031
Sale of Warrants (net)	(7)	-	4,311
Proceeds from Loan Payable	-	-	2,273
	<hr/>	<hr/>	<hr/>
Net Cash Provided by (Used in) Financing Activities	(7)	447	7,615
Net Increase (decrease) in Cash	(1,195)	3	820
Cash at Beginning of Period	2,016	2	1
	<hr/>	<hr/>	<hr/>
Cash at End of Period	821	5	821
<b>Supplemental Disclosures</b>			
Interest Paid	-	15	359
<b>NON CASH FINANCING ACTIVITY</b>			
Debt repaid through issuance of shares	-	-	4,273
Stock Options recorded as Deferred Compensation	-	-	575

See Notes to Consolidated Financial Statements

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
(An Exploration Stage Company)  
Consolidated Statements of Stockholders' Equity (Deficit)  
December 31, 2006  
and for the cumulative period July 1, 2002  
(inception of exploration activities) to December 31, 2006  
(Unaudited)

	<u>Shares</u>	<u>Common Stock Amount</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>Other Compre- hensive Loss</u>	<u>Total</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
Amortization of 1,400,000 options under 2004 stock option plan	-	-	-	-	-	-	\$377	-	\$377
Net unrealized gain on foreign exchange	-	-	-	-	-	-	-	\$6	\$6
Net/(loss)	-	-	-	-	\$(2,600)	-	-	-	\$(2,600)
Balance June 30, 2005	16,714	\$2	\$(20)	\$30,275	\$(5,004)	\$(26,402)	\$(198)	\$(3)	\$(1,350)
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	-	-	-	-	\$2,000
Sale of 20,000,000 normal warrants	-	-	-	\$997	-	-	-	-	\$997
Sale of 10,000,000 special warrants	-	-	-	\$1,069	-	-	-	-	\$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, 2006  
and for the cumulative period July 1, 2002  
(inception of exploration activities) to December 31, 2006  
(Unaudited) Continued

	<u>Shares</u>	<u>Common Stock Amount</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>Other Compre- hensive Loss</u>	<u>Total</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
Net unrealized loss on foreign exchange	-	-	-	-	-	-	-	\$(8)	\$(8)
Net (loss)	-	-	-	-	\$(1,328)	-	-	-	\$(1,328)
Balance June 30, 2006	26,714	\$3	\$(20)	\$34,333	\$(6,332)	\$(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	-	-	-	\$7	-	-	-	-	\$7
Amortization of 4,650,000 options under 2006 stock option plan	-	-	-	\$35	-	-	-	-	\$35
Net unrealized loss on foreign exchange	-	-	-	-	-	-	-	\$7	\$7
Net (loss)	-	-	-	-	\$(832)	-	-	-	\$(832)
Balance December 31, 2006	26,714	\$3	\$(20)	\$34,370	\$(7,164)	\$(26,402)	\$-	\$(4)	\$783

See Notes to Consolidated Financial Statements



GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
(An Exploration Stage Company)  
Notes to Consolidated Financial Statements  
December 31, 2006

**(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, 2006. During fiscal 1998, Golden River Resources incorporated a further subsidiary, Baynex.com Pty Ltd (formerly Bayou Australia 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 (formerly Bayou International Pty Ltd), a corporation incorporated under the laws of Australia. In June 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) Short-Term Advance - Affiliate**

During the six months ended December 31, 2006 the Company repaid A\$1,329 owing to Joseph Gutnick, President of Golden River Resources.

**(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 receivables at December 31, 2006 was A\$112,374 due by AXIS, an affiliated management company. At December 31, 2005 the Company owed AXIS A\$34,003. During the six months ended December 31, 2006 and 2005 AXIS advanced Golden River Resources A\$53,000 and A\$577,500, respectively, provided services in accordance with the service agreement of A\$183,169 and A\$187,192 respectively and advanced/reimbursed AXIS A\$362,000 and A\$546,000 respectively for outstanding amounts, including carried forward outstanding amounts and a short term advance to assist with the payment of anticipated future costs incurred on the behalf of the Company. During the six months ended December 31, 2005 AXIS charged interest of A\$18,366 at an interest rate of 9.35%. During the six months ended December 31, 2006 the Company charged AXIS interest of A\$6,992 at an interest rate between 9.35% to 10.10%. AXIS is affiliated through common management and ownership.

Wilzed Pty Ltd, a company associated with the President of the Company, Joseph Gutnick, provided loan funds to enable the Company to meet its liabilities and has paid certain expenses on behalf of the Company. During the six months ended December 31, 2005, Wilzed loaned the Company A\$742,199 and charged interest of A\$36,893. The interest rate charged by Wilzed for the six months ended December 31, 2005 was 9.35%. At December 31, 2005, the Company owed Wilzed A\$1,455,244. At December 31, 2006, there were no amounts owing to Wilzed as they had been repaid in full during the twelve months ended June 30, 2006.

Interest expense incurred on loans and advances due to affiliated entities approximated A\$55,239 in the six months ended December 31, 2005 and \$nil in the six months ended December 31, 2006.

**(4) 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.

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
(An Exploration Stage Company)  
Notes to Consolidated Financial Statements  
December 31, 2006

**(4) Going Concern (Cont'd)**

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, 2006 amounted to A\$33,566,000 of which A\$7,164,000 has been accumulated from July 2002, the date the Company entered the Exploration Stage, through December 31, 2006.

**(5) Income Taxes**

Golden River Resources should have carried forward losses of approximately US\$22.6 million as of June 30, 2006 which will expire in the year 2007 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.

**(6) 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.

Consistent with the provisions of APB No.25, the Company recorded the fair value of stock option grants in stockholders equity. Under SFAS No.123R an equity instrument is not considered to be issued until the instrument vests. Accordingly, as provided in SFAS No.123R, effective July 1, 2005, the Company has reversed A\$198,000 representing the unamortized restricted stock compensation included in stockholders equity, at June 30, 2005, for the unvested portions of stock option grants awarded prior to the effective date of SFAS No.123R.

The Company has accounted for all options issued based upon their fair market value using either the Black Scholes or Binomial option pricing model.

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 has 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 US\$31.85

GOLDEN RIVER RESOURCES CORPORATION AND SUBSIDIARIES  
(An Exploration Stage Company)  
Notes to Consolidated Financial Statements  
December 31, 2006

**(6) Issue of Options under Stock Option Plan (Cont'd)**

cents per option. The total value of the options equates to A\$575,100 (US\$445,900) and is being amortized over the vesting period. For the six months ended December 31, 2006, the amortization amounted to A\$6,771. At December 31, 2006, the options were fully vested.

During the three months ended September 30, 2005, 50,000 options lapsed when Mr P. Ehrlich resigned as a Director and during the three months ended September 30, 2006 250,000 options lapsed when Mr P. Althaus resigned as Chief Operating Officer.

A summary of the options outstanding and exercisable at December 31, 2006 are as follows:

	<b>Outstanding</b>	<b>Exercisable</b>
Number of options	1,100,000	1,100,000
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 US\$30.84 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 US\$30.84 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\$550,100) and is being amortized over the vesting periods. For the six months ended December 31, 2006, the amortization amounted to A\$35,814. At December 31, 2006, the unamortized deferred compensation related to these 4,650,000 options amounted to A\$494,628.

When aggregated with the amortization of the options issued in October 2004, for the six months ended December 31, 2006, the total amortization amounted to \$42,585.

A summary of the options outstanding and exercisable at December 31, 2006 are as follows:

	<b>Outstanding</b>	<b>Exercisable</b>
Number of options	4,650,000	0
Exercise price	US\$0.308	US\$0.308
Expiration date	October 19, 2016	October 19, 2016

## 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, 2005	A\$1.00 = US\$.7301
6 months ended December 31, 2006	A\$1.00 = US\$.7893
6 months ended December 31, 2005	A\$1.00 = CDN\$.8513
6 months ended December 31, 2006	A\$1.00 = CDN\$.9207

### RESULTS OF OPERATION

#### Three Months Ended December 31, 2006 vs. Three Months Ended December 31, 2005.

Revenue increased from A\$nil in the three months ended December 31, 2005 to A\$4,073 in the three months ended December 31, 2006. The increase in revenue is a result of interest earned on monies owed to the Company by AXIS A\$3,529 and from the monies held in bank accounts A\$528.

Costs and expenses decreased from A\$370,000 in the three months ended December 31, 2005 to A\$247,000 in the three months ended December 31, 2006. 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, 2006 to the three months ended December 31, 2005 does not always present a true comparison.

The decrease in expenses is a net result of:

- a) a decrease in interest expense (net) from A\$37,009 for the three months ended December 31, 2005 to A\$nil for the three months ended December 31, 2006. For the three months ended December 31, 2006, the Company had no interest bearing liabilities as they had been repaid in full. AXIS provides management and geological services to the Company pursuant to a Service Deed dated November 25, 1988. AXIS charged A\$10,460 in interest on outstanding amounts at a rate of 9.35% for the three months to December 31, 2005, Wilzed charged A\$20,039 in interest and A\$8,000 general interest was charged on outstanding accounts payable liabilities.
- b) an increase in legal, accounting and professional expense from A\$24,000 for the three months ended December 31, 2005 to A\$55,000 for the three months ended December 31, 2006 primarily as a result of additional work in reviewing agreements for which there was no comparable amount in the three months ended December 31, 2005.
- c) a decrease in administrative costs including salaries from A\$164,000 in the three months ended December 31, 2005 to A\$106,000 in the three months ended December 31, 2006, primarily as a result of reduced administrative salaries and costs following the resignation of the Chief Operating Officer.
- d) a decrease in the exploration expenditure expense from A\$87,000 for the three months ended December 31, 2005 to A\$50,000 for the three months ended December 31, 2006 primarily as a result of decreased exploration activity. The cost for the three months ended December 31, 2006 represents the field and sampling program undertaken at the Company's exploration properties within the Slave Craton in Nunavut, Canada and the cost of the Vice President Exploration and associated costs. No field exploration was undertaken during the 2005 field season due to the high level of field exploration in the 2004 field season and limited funding. During this period, exploration expenditure related to the cost of the Vice President Exploration and associated costs.

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (Cont'd)

### Three Months Ended December 31, 2006 vs. Three Months Ended December 31, 2005 (Cont'd)

- e) a decrease in stock based compensation from A\$58,000 for the three months ended December 31, 2005 to A\$36,000 for the three months ended December 31, 2006. Following shareholder approval on January 27, 2005 the Company issued 1,400,000 options pursuant to the 2004 Stock Option Plan.

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 the balance of 333,335 vested on July 27, 2006. The exercise price of US\$1.00 was derived from the issue price of common stock from the placement of shares on March 31, 2004 and is considered by the Company's Directors to be the fair value of the common stock. The Company has calculated the fair value of the 1,400,000 options issued in January 2005 using the Black Scholes valuation method using a 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 or a total of A\$575,100 (US\$445,900). Of this amount, A\$6,771 has been amortized and charged to operations in the December 2006 quarter.

A summary of the 2004 options outstanding and exercisable at December 31, 2006 are as follows:

	<b>Outstanding</b>	<b>Exercisable</b>
Number of options	1,100,000	1,100,000
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 for the purpose of determining the amortization of the options.

The Company has calculated the fair value of the 4,650,000 options using the binomial option pricing model using a 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%, volatility of 90%. The total value of the options equates to A\$696,976 (US\$550,100) and is being amortized over the vesting periods. For the six months ended December 31, 2006, the amortization amounted to \$35,814.

When aggregated with the amortization of the options issued in October 2004, for the six months ended December 31, 2006, the total amortization amounted to \$42,585.

A summary of the 2006 options outstanding and exercisable at December 31, 2006 are as follows :

	<b>Outstanding</b>	<b>Exercisable</b>
Number of options	4,650,000	0
Exercise price	US\$0.308	US\$0.308
Expiration date	October 19, 2016	October 19, 2016

As a result of the foregoing, the loss from operations decreased from A\$370,000 for the three months ended December 31, 2005 to A\$243,000 for the three months ended December 31, 2006.



## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (Cont'd)

### Six Months Ended December 31, 2006 vs. Six Months Ended December 31, 2005.

The net loss was A\$288,000 for the three months ended December 31, 2006 compared to a net loss of A\$386,000 for the three months ended December 31, 2005.

Revenue increased from A\$nil in the six months ended December 31, 2005 to A\$9,401 in the six months ended December 31, 2006. The increase in revenue is a result of interest earned on monies owed to the Company by AXIS (A\$6,992) and from the monies held in bank accounts A\$2,409.

Costs and expenses increased from A\$678,000 in the six months December 31, 2005 to A\$780,000 in the six months ended December 31, 2006. 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 December 31 2006 to the six months December 31, 2005 does not always present a true comparison.

The increase in expenses is a net result of:

- a) a decrease in interest expense (net) from A\$63,000 for the six months ended December 31, 2005 to A\$nil for the six months ended December 31, 2006. For the six months ended December 31, 2006, the Company had no interest bearing liabilities as they had been repaid in full. AXIS provides management and geological services to the Company pursuant to a Service Deed dated November 25, 1988. AXIS charged A\$18,366 in interest on outstanding amounts at a rate of 9.35% for the six months to December 31, 2005, Wilzed charged A\$36,873 in interest and A\$8,000 general interest was charged on outstanding accounts payable liabilities.
- b) an increase in legal, accounting and professional expense from A\$39,000 for the six months ended December 31, 2005 to A\$78,000 for the six months ended December 31, 2006. An increase in share register activity increased the fee for maintenance of the records by the external share registrar, and legal expenses for reviewing agreements.
- c) a decrease in administrative costs including salaries from A\$315,000 in the six months ended December 31, 2005 to A\$235,000 in the six months ended December 31, 2006. In the six month period to December 31, 2005, the Company employed a Chief Operating Officer and the costs of his salary and operating costs were treated as administrative expenses. The Chief Operating officer resigned in April 2006 and this resulted in a reduction in administrative costs as the Company did not have to pay the salary and operating costs in the six months ended December 31, 2006.
- d) an increase in the exploration expenditure expense from A\$125,000 for the six months ended December 31, 2005 to A\$424,000 for the six months ended December 31, 2006. 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, 2005 due to the high level of field exploration in 2004 and limited funding.
- e) a decrease in stock based compensation from A\$136,000 for the six months ended December 31, 2005 to A\$43,000 for the six months ended December 31, 2006. Following shareholder approval on January 27, 2005 the Company issued 1,400,000 options pursuant to the 2004 Stock Option Plan. Of the total 1,400,000 options issued, 350,000 vested immediately following shareholder approval, 50,000 vested on March 31, 2005, 333,331 vested on July 27, 2005, 333,334 vested on January 27, 2006 and the balance of 333,335 vested on July 27, 2006. An additional 500,000 options were not granted as the proposed recipient 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 stock.

The Company has calculated the fair value of the 1,400,000 options issued in January 2005 using the Black Scholes valuation method using a 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 US\$1.85 cents per option or a total of A\$575,100 (US\$445,900).

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (Cont'd)

### Six Months Ended December 31, 2006 vs. Six Months Ended December 31, 2005 (Cont'd)

Of this amount, A\$6,771 has been amortized and charged to operations for the six month period to December 31, 2006.

A summary of the 2004 options outstanding and exercisable at December 31, 2006 are as follows:

	<b>Outstanding</b>	<b>Exercisable</b>
Number of options	1,100,000	1,100,000
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 US\$0.308, 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 for the purpose of determining the amortization of the options.

The Company has calculated the fair value of the 4,650,000 options using the binomial option pricing model using a share price of US\$0.166, exercise price of US\$0.308, expected life T1 - 5 years 6 months, T2 - 6 years, T3 - 6 years 6 months, risk-free interest rate of 4.75%, volatility of 90% and 20% discount on share price. The total value of the options equates to A\$696,976 (US\$550,100) and is being amortized over the vesting periods. For the six months ended December 31, 2006, the amortization amounted to \$35,814.

When aggregated with the amortization of the options issued in October 2004, for the six months ended December 31, 2006, the total amortization amounted to \$42,585.

A summary of the 2006 options outstanding and exercisable at December 31, 2006 are as follows:

	<b>Outstanding</b>	<b>Exercisable</b>
Number of options	4,650,000	-
Exercise price	US\$0.308	-
Expiration date	October 19, 2016	-

As a result of the foregoing, the loss from operations increased from A\$678,000 for the six months ended December 31, 2005 to A\$771,000 for the six months ended December 31, 2006.

The net loss was A\$832,000 for the six months ended December 31, 2006 compared to a net loss of A\$701,000 for the six months ended December 31, 2005.

### Liquidity and Capital Resources

For the six months ended December 31, 2006, net cash used in operating activities was A\$1,188,000 primarily consisting of the net loss of A\$832,000; an increase in receivables of A\$121,000 and a decrease in accounts payable and accrued expenses of A\$342,000.

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

## **Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (Cont'd)**

### **Liquidity and Capital Resources (Cont'd)**

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, 2006 the Company had short-term obligations of A\$245,000 comprising accounts payable and accrued expenses.

We have A\$821,000 in cash at December 31, 2006.

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 to date we have spent A\$374,000 on such exploration activities in fiscal 2007. 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**

The Company's Chief Executive Officer and Chief Financial Officer conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange



### **Item 3. CONTROLS AND PROCEDURES (Cont'd)**

Act Rule 13a-15 as of the end of the period covered by this report. Based upon that evaluation, such officers concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in this report is recorded, processed, summarized and reported on a timely basis.

Internal Control Over Financial Reporting. There have not been any changes in the Company's internal control over financial reporting during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**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)	<u>Exhibit No.</u>	<u>Description</u>
	3.1	Amendment to Certificate of Incorporation of the Company ( Incorporated by reference to Exhibit 3.7 to the Registrant's Registration Statement on Form SB-2, SEC file no. 333-135633)
	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

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

Dated February 12, 2007

## EXHIBIT INDEX

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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

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

I, Joseph Gutnick, Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Golden River Resources Corporation ("Registrant");
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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)) 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 quarterly report is being prepared;
  - (b) [Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986]
  - (c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
  - (d) disclosed in this quarterly report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter 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: February 12, 2007

Handwritten signature of J. I. Gutnick in black ink, followed by a vertical red line.

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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, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Golden River Resources Corporation ("Registrant");
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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)) 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 quarterly report is being prepared;
  - (b) [Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986]
  - (c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
  - (c) disclosed in this annual report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter 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: February 12, 2007

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

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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-QSB of Golden River Resources Corporation (the "Company") for the six months ended December 31, 2006 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: February 12, 2007



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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-QSB of Golden River Resources Corporation (the "Company") for the six months ended December 31, 2006 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: February 12, 2007



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Peter Lee  
Director, Secretary and  
Chief Financial Officer