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SUN RIVER MINING INC
Form 10QSB
August 12, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10QSB

Quarterly Report under Section 13 or 15(d) of
the Securities Exchange Act of 1934

CIK NO.: 0001039466

For Quarter Ended
June 30, 2003

Commission File Number
000-29621

SUN RIVER MINING, INC.

(Name of Small Business Issuer in its charter)

COLORADO

State or other jurisdiction of
incorporation or organization

84-1384159

IRS Employer ID Number

7609 Ralston Road, Arvada, CO

(Address of principal executive offices)

80437

(Zip Code)

Issuer's telephone number: (303) 422-8127

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 the filing requirements for at least the past 90 days.

Yes X No
 ----- -----

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

15,362,970 as of June 30, 2003

SUN RIVER MINING, INC.

(AN EXPLORATION STAGE COMPANY)
FINANCIAL STATEMENTS

JUNE 30, 2003
(UNAUDITED)

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MICHAEL JOHNSON & CO., LLC
Certified Public Accountants
9175 East Kenyon Ave., Suite 100
Denver, Colorado 80237

Michael B. Johnson C.P.A.
Member: A.I.C.P.A.
Colorado Society of C.P.A.s

Telephone: (303) 796-0099
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INDEPENDENT AUDITORS' REPORT

Board of Directors
Sun River Mining, Inc.
Denver, CO

We have reviewed the accompanying balance sheet of Sun River Mining, Inc. (An Exploration Stage Company) as of June 30, 2003 and the related statements of operation for the three and nine months ended June 30, 2003 and 2002 and the period February 27, 1997 (inception) to June 30, 2003, and cash flows and stockholders' equity for the nine-months ended June 30, 2003 and 2002 and the period from February 27, 1997 (inception) to June 30, 2003, included in the accompanying Securities and Exchange Commission Form 10-QSB for the period June 30, 2003. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists primarily of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements for them to be in conformity with accounting principles generally accepted in the United States.

We have previously audited, in accordance with auditing standards generally accepted in the United States, the balance sheet as of June 30, 2003, and the related statements of operations, stockholders' equity and cash flows for the year ended (not presented herein). In our report dated January 6, 2003, we expressed an unqualified opinion on those financial statements. In our opinion, the information set forth in the accompanying balance sheet as of June 30, 2003 is fairly stated in all material respects in relation to the balance sheet from

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which it has been derived.

Michael Johnson & Co., LLC
 Denver, Co.
 July 29, 2003

SUN RIVER MINING, INC.
 (An Exploration Stage Company)
 Consolidated Balance Sheets
 (Unaudited)

	June 30, 2003
ASSETS:	
Current assets:	
Cash	\$ -
Total current assets	-
TOTAL ASSETS	\$ -
LIABILITIES AND STOCKHOLDERS' EQUITY:	
Current Liabilities:	
Accounts Payable	\$ 214,061
Accrued Expenses	18,858
Notes Payable	195,729
Total Current Liabilities	428,648
Stockholders' Equity:	
Preferred Stock, par value \$0.01 per share; 50,000,000 shares authorized; no shares issued and outstanding	-
Common Stock, no par value; 500,000,000 shares authorized; 15,362,970 shares issued and outstanding for 2003 and 2002	2,259,306
Deficit accumulated during the exploratory stage	(2,687,954)
Total Stockholders' Deficit	(428,648)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ -

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See Accountants Review Report

SUN RIVER MINING, INC.
(An Exploration Stage Company)
Consolidated Statements of Operations
(Unaudited)

	Three-Months Ended June 30,		Nine-Months Ended June 30,	
	2003	2002	2003	2002
Revenue	\$ -	\$ -	\$ -	\$ -
Expenses:				
Abandoned Equipment	-	-	-	-
Bank Charges	-	-	-	-
Consulting	-	-	-	-
Depreciation	-	-	-	-
Directors' Fees	-	-	-	-
Due Diligence	-	-	-	-
Equipment Rental	-	-	-	-
Impairment loss	-	-	-	-
Legal & Accounting	13,186	200	14,070	1,884
Licenses & Fees	-	-	-	-
Meals & Entertainment	-	-	-	-
Office Expenses	-	-	-	-
Officer's Salaries	-	-	-	-
Postage & Shipping	-	-	-	-
Printing	-	-	-	-
Public Relations	-	-	-	-
Rent	-	-	-	-
Taxes	-	-	-	-
Telephone	-	-	-	-
Transfer Agent Expense	-	375	375	795
Travel	-	-	-	-
Total Operating Expenses	13,186	575	14,445	2,679
Other Income (Expense)				
Interest Expense	-	-	-	-
Forgiveness of Debt	-	-	-	-
Net (Loss)	\$ (13,186)	\$ (575)	\$ (14,445)	\$ (2,679)

Per Share Information:

Weighted average number of common shares outstanding	15,362,970	15,362,970
Net Loss per Common Share	*	*

* Less than \$.01

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SUN RIVER MINING, INC.
 (An Exploration Stage Company)
 Consolidate Statement of Stockholders' Equity (Deficit)
 June 30, 2003
 (Unaudited)

	Common Stock		
	# of Shares	Amount	
	-----	-----	
Inception - February 25, 1997	-	\$ -	
Issuance of stock for cash 3/15/97	100,000	100	
Issuance of stock for cash 3/31/97	111,800	111,800	
Issuance of stock to Founders 3/31/97	282,200	-	
Issuance of stock for Consolidation 4/3/97	8,900,000	312,106	
Issuance of stock for cash 8/15/97	58,000	58,000	
Issuance of stock for cash 9/30/97	47,800	47,800	
Net Loss for Year	-	-	(
	-----	-----	
Balance - September 30, 1997	9,499,800	529,806	(
	-----	-----	
Issuance of stock for services 11/30/97	30,000	30,000	
Issuance of stock for cash 9/15/98	1,000,000	200,000	
Consolidation stock cancelled 9/15/98	(1,200,000)	(50,000)	
Issuance of stock for cash 9/30/98	4,000	4,000	
Net Loss for year	-	-	(
	-----	-----	
Balance - September 30, 1998	9,333,800	713,806	(
	-----	-----	
Issuance of stock for cash 10/9/98	424,670	159,367	
Issuance of stock for services 1/7/99	800,000	40,000	
Issuance of stock for cash 1/15/99	750,000	296,125	
Issuance of stock for services 1/21/99	500,000	276,500	
Issuance of stock for cash 2/2/99	150,000	70,313	
Issuance of stock for cash 4/6/99	904,500	122,108	
Issuance of stock for salaries 6/30/99	1,400,000	147,000	
Issuance of stock for cash 9/30/99	800,000	69,200	
Net Loss for year	-	-	(1,
	-----	-----	
Balance - September 30, 1999	15,062,970	1,894,419	(2,
	-----	-----	
Issuance of stock for cash 9/15/00	300,000	27,000	
Net Loss for year	-	-	(
	-----	-----	
Balance - September 30, 2000	15,362,970	1,921,419	(2,
	-----	-----	

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Extinguishment of debt	-	337,887	
Net Loss for year	-	-	
	-----	-----	-----
Balance - September 30, 2001	15,362,970	2,259,306	(2,
	-----	-----	-----
Net Loss for year	-	-	
	-----	-----	-----
Balance - September 30, 2002	15,362,970	2,259,306	(2,
	-----	-----	-----
Net Loss for period	-	-	
	-----	-----	-----
Balance - June 30, 2003	15,362,970	\$2,259,306	\$(2,
	=====	=====	=====

See Accountants Review Report

SUN RIVER MINING, INC.
(An Exploration Stage Company)
Consolidated Statement of Cash Flows Feb. 25, 1997
(Unaudited)

Indirect Method

	Nine-Months Ended June 30,	
	2003	2002
	----	----
Cash Flows from Operating Activities:		
Net Loss	\$ (14,445)	\$ (20,000)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation	-	-
Issuance of Common Stock for Services	-	-
Increase (Decrease) in Accounts Payable	14,445	16,000
Increase (Decrease) in Accrued Liabilities	-	-
	-----	-----
Net Cash Flows Used for Operating Activities	-	(3,000)
	-----	-----
Cash Flows from Financing Activities:		
Proceeds from Notes Payable	-	3,000
Issuance of Common Stock	-	-
	-----	-----
Net Cash Flows Provided by Financing Activities	-	3,000
	-----	-----
Net Increase (Decrease) in Cash	-	-
	-----	-----
Cash and cash equivalents - Beginning of period	-	-
	-----	-----
Cash and cash equivalents - End of period	\$ -	\$ -
	=====	=====

Supplemental Disclosure of Cash Flow Information

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Cash Paid During the Year for:		
Interest	\$ -	=====
Income Taxes	\$ -	=====
NON-CASH TRANSACTIONS		
Common stock issued in exchange for services	\$ -	=====

See Accountants Review Report

SUN RIVER MINING, INC.
(An Exploration Stage Company)
Notes to Financial Statements
June 30, 2003
(Unaudited)

Note 1 - Presentation of Interim Information:

In the opinion of the management of Sun River Mining, Inc., the accompanying unaudited financial statements include all normal adjustments considered necessary to present fairly the financial position as of June 30, 2003 and the results of operations for the three-months and the nine-months ended June 30, 2003 and 2002 and the period February 25, 1997 (inception) to June 30, 2003, and cash flows for the nine-months ended June 30, 2003 and the period February 25, 1997 (inception) to June 30, 2003. Interim results are not necessarily indicative of results for a full year.

The financial statements and notes are presented as permitted by Form 10-QSB, and do not contain certain information included in the Company's audited financial statements and notes for the fiscal year ended September 30, 2002.

Note 2 - Going Concern:

The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

The Company is in the development stage and has not earned any revenue from operations. The Company's ability to continue as a going concern is dependent upon its ability to develop additional sources of capital or locate a merger candidate and ultimately, achieve profitable operations. The accompanying financial statements do not include any adjustments that might result from the outcome of these uncertainties. Management is seeking new capital to revitalize the Company.

ITEM 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS FOR THE QUARTER ENDED JUNE 30, 2003 COMPARED TO SAME PERIOD IN 2002

The Company had no revenues in the period in 2003 or 2002. The Company

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incurred expenses of \$13,186 in the period in 2003 compared to \$575 in the same period in 2002. The Company had a net loss of (\$13,186) in the quarter in 2002 compared to a net loss of (\$575) in the same period in 2002. Loss per share was less than (\$.01) per share in the period in 2003 and 2002.

RESULTS OF OPERATIONS FOR THE NINE MONTH PERIOD ENDED JUNE 30, 2003 COMPARED TO THE SAME PERIOD IN 2002.

The Company had no revenues in the period in 2003 or 2002. The Company incurred operating expenses for the six month period of \$14,445 in 2003 compared to \$2,679 in the same nine month period in 2002. The Company recorded a net operating loss of \$(14,445) for the 2003 period as compared to (\$2,679) for the same period in fiscal year 2002. The loss per share was less than \$.01 in the period in 2003 and 2002.

The Company losses will continue until business and profitable operations are achieved. While the Company is seeking capital sources for investment, there is no assurance that capital sources can be found.

LIQUIDITY AND CAPITAL RESOURCES

The Company had no current assets at the end of the period. The Company will be forced to make private placements of stock in order to fund operations continuance. No assurance exists as to the ability to make private placements of stock. At June 30, 2003, the Company had no accounts receivable. The Company has current liabilities of \$426,648 which exceed assets by approximately \$426,648.

The company is currently attempting to achieve a private placement of common stock to obtain up to \$325,000 in capital to reduce debt and provide operations. If it obtains such funding, it intends to proceed with the XOPTIX transaction previously announced in its 8K filed July 25, 2003.

Evaluation of Internal and Disclosure Controls

The management of the company has evaluated the effectiveness of the issuer's disclosure controls and procedures as of a date within 90 days prior to the filing date of the report (evaluation date) and have concluded that the disclosure controls and procedures are adequate and effective based upon their evaluation as of the evaluation date. There were no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the most recent evaluation of such, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II

OTHER INFORMATION

- Item 1. Legal Proceedings - None.
- Item 2. Changes in securities - None.
- Item 3. Defaults upon senior securities - None.
- Item 4. Submission of matters to a vote of security holders - None.
- Item 5. Other information - None.

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Item 6. Exhibits and reports on Form 8-K

(a) The following are filed as Exhibits to this Quarterly Report. The numbers refer to the Exhibit Table of Item 601 of Regulation S-K:

Exhibit 99.14

(b) Reports on Form 8-K filed during the six months ended June 30, 2003. (incorporated by reference)

8-K filed May 28, 2003

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 of the undersigned thereunto duly authorized.

Dated: August 8, 2003

SUN RIVER MINING, INC.

by:/s/Stephen W. Weathers
Stephen W. Weathers, Secretary