eXegenics Inc
Form 4/A
April 04, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENOU ROBERT S

(Last) (First) (Middle)

CONOLOG CORPORATION, 5 COLUMBUS ROAD

(Street)

SOMERVILLE, NJ 08876

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
eXegenics Inc [EXEG]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
08/18/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8 I S

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	$ 0.42	07/01/2005		A		5,000		07/01/2005	07/01/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENOU ROBERT S CONOLOG CORPORATION 5 COLUMBUS ROAD SOMERVILLE, NJ 08876	X			

Signatures

/s/ Robert S. Benou	03/16/2006
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 01pt;text-align:right;">

Explanation of Responses:

The accompanying notes are an integral part of financial statements

Bio – Carbon Systems International Inc.

STATEMENTS OF CASH FLOWS

(Expressed in Canadian dollars)

	Three Months ended March 31,2011	Three Months ended March 31,2010	For the Period from Inception, July 10, 2009 to March 31, 2011
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss for the period	$ (32,933)	$ -	$ (505,531)
Items not involving cash:			
Stock –based compensation	-	-	270,859
Foreign currency translation (loss) gain	(97)	-	1,822
Interest on loans to shareholders	500	-	1,713
Changes in non-cash working capital items:			
(Increase) decrease in accounts receivables	(13,125)	-	(14,124)
Increase (decrease) in accounts receivable from discontinued operations	10,942	-	-
(Increase) decrease in notes receivable	(3)	-	(15,000)

Increase in prepaid expenses	12,997	-	-
Increase (decrease) in liabilities from discontinued operations	83,756	-	-
Increase in accounts payable and accrued liabilities	25,514	-	43,594
Net cash used in operating activities	(79,961)	-	(216,667)
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of mineral rights	(40)	-	-
Net cash used in investing activities	(40)	-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from the issuance of common shares	-	-	87,283
Reduction in shares to be issued	-	-	
Addition to paid in capital	6,590		-
Liability assumed on acquisition of mining interests	20	-	-
Liability from discontinued operations – long term	(26,245)	-	
Loans and advances from shareholders	84,063	-	138,597
Net cash provided by (used in) financing activities	64.428	-	225,880
Changes in cash for the period	(15,573)	-	9,213
Cash, beginning of period	24,786	-	-
Cash, end of period	$ 9,213	$ -	$ 9,213

The accompanying notes are an integral part of these consolidated financial statements

Joshua Gold Resources Inc.

Notes to the Financial Statements
(Unaudited)

<u>March 31, 2011</u>

Basis of Presentation

The accompanying unaudited interim financial statements of Joshua Gold Resources Inc. (until June 4, 2010 known as ABC Acquisition Corp. 1501, collectively referred to herein as "Joshua Gold Resources Inc.", "BCSI", or the "Company"), has been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange

Commission, and should be read in conjunction with the audited financial statements for the period ended December 31, 2010 and notes thereto contained in the Company's Form 10-K filed with the SEC on April 15, 2011, as well as the unaudited financial statements for the period ended March 31, 2011 and notes thereto contained in the Company's Form 10-Q filed with the SEC on May 17, 2011. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements for fiscal 2010 as reported in the form 10-K have been omitted. All $ references herein refer to Canadian dollars ("C$") unless otherwise specified. See also note 3.

2. **Going Concern**

Planned principal activities have begun; Joshua Gold Resources Inc. has generated some revenues to March 31. 2011. The Company had a net loss for the three months ended March 31, 2011 of $32,654, and had an accumulated deficit of $502,353 at March 31, 2011. These matters raise substantial doubt about the Company's ability to continue as a going concern. Continuation of Joshua Gold Resources Inc.'s existence depends upon its ability to obtain additional capital. Management's plans in regards to this matter including raising additional equity financing in 2011 and borrowing funds under a private credit facility and/or other credit sources. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

3. **Change in Functional and Reporting Currency**

Effective June 4, 2010 the Company's functional currency changed from the US dollar to the Canadian dollar. The Company went through a change in control effective June 4, 2010 and the shares of the Company then outstanding were acquired by a group based in Ontario, Canada. At June 4, 2010 and subsequent to that date, the Company has raised equity and conducted the majority of its business in Canadian dollars ("C$"). As a result, the Company has changed both its functional currency and its reporting currency from the US$ to the C$ effective June 4, 2010. Historical amounts have been restated into C$ using the average US$/C$ exchange rate for Income statement items and using the balance sheet date exchange rates for Balance Sheet items.

In accordance with EIC-130, "Translation Method When the Reporting Currency Differs from the

Measurement Currency or there is a Change in the Reporting Currency" the financial statements for all

periods presented have been translated into the new reporting currency using the current rate method.

Under this method, the statements of operations and cash flows for each quarter have been translated

into the reporting currency using the average exchange rates prevailing during each reporting period

(2011 – 0.9808; 2010 – 1.0334) and all assets and liabilities have been translated using the exchange rate

Prevailing at the consolidated balance sheet dates (Mach 31, 2011 – 0.9464; December 31, 2010 –

0.9998).

Joshua Gold Resources Inc.

Notes to the Financial Statements (Unaudited)

March 31, 2011

4. **Significant Accounting Policies**

Use of Estimates

The preparation of financial statements, in conformity with generally accepted accounting principles in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Mineral Claim Payments and Exploration Expenditures

The Company expenses all costs related to the acquisition, maintenance and exploration of its unproven mineral properties, to which it has secured exploration rights. If and when proven and probable reserves are determined for a property and a feasibility study prepared with respect to the property, then subsequent development costs of the property will be capitalized. To date, the Company has not established the commercial feasibility of its exploration prospects. Therefore, all costs have been expensed.

Income Taxes

The Company accounts for income taxes under the asset and liability method, where deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

At March 31, 2011, there were no uncertain tax positions that require accrual.

Net Loss Per Share

Basic loss per share is computed by dividing net income, or loss, by the weighted average number of shares of common stock outstanding for the period. Diluted earnings (loss) per share is computed by dividing net income, or loss, by the weighted average number of shares of common stock outstanding for the period.

Because the Company offered no option or other convertible debt instrument issued, as of March 31 2011, December 31, 2010 and March 31, 2010, basic and diluted loss per share was the same as there were no outstanding instruments having a dilutive effect.

Joshua Gold Resources Inc.

Notes to the Financial Statements
(Unaudited)

March 31, 2011

Recently Issued Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption.

Foreign Currency Translation

The majority of the Company's business is transacted in Canadian dollars ("C$") and accordingly, the financial statements have been expressed in that currency (see note 3). The Company uses the temporal method to translate its operating results. Under this method, monetary assets and liabilities denominated in currencies other than the C$ are translated into C$'s at the exchange rate prevailing at the balance sheet date; non-monetary assets and liabilities denominated in a foreign currency are translated using the exchange rate at the transaction date. Foreign exchange gains and losses are included in earnings.

5. **Related Party Transactions**

As more fully described in the Company's current report on Form 8-K filed on June 7, 2010, as amended, the Company has entered into licensing and consulting agreements with Directors and/or companies related to Directors.

On December 23, 2101 a legally binding separation agreement was entered into by former management and the Company whish absolves the Company of any further payments to previous management.

During the three month period ended March 31, 2011 shareholders advances $84,063 to fund the company’s working capital. At March 31, 2011 loans and advances of $123,774; (December 31, 2010; $ 39,711) is owed on these loans and advances which bear interest at an annual rate of 12%. Included in accounts payable and accrued liabilities does interest owe on these advances of $4,160 at March 31, 2011 and $3,660 at December 31, 2010.

6. Shareholders’ Equity

The authorized capital stock of our Company consists of 400,000,000 shares of common stock, par value $0.0001 per share, of which there are currently 264,190,416 issued and outstanding, and 100,000,000 shares of preferred stock, par value $0.0001 per share, of which 240,000 shares have been designated and issued as Class A Preferred Shares.

a) Common Shares

There have been no issuances in the three month period ended March 31, 2011.

b) Class A Preferred Shares

The Class A Preferred Shares were issued for C$1.00 per share, are non-participating and non-voting and accrue cumulative interest at the rate of 10% per annum. The Company may retract the shares at any time upon the payment of C$1.00 per share plus any accrued but unpaid interest. In the event of any wind-up of the Company, the Class A Preferred Shares have a priority distribution equivalent to C$1.00 per share plus any accrued but unpaid interest before any distribution to the common shareholders.

F -6

Item 2. FORWARD-LOOKING STATEMENTS

This Form 10-Q for the quarterly period ended March 31, 2011 contains forward-looking statements that involve risks and uncertainties. Forward-looking statements in this document include, among others, statements regarding our capital needs, business plans and expectations. Such forward-looking statements involve assumptions, risks and uncertainties regarding, among others, the success of our business plan, availability of funds, government regulations, operating costs, our ability to achieve significant revenues, our business model and products and other factors. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may”, “should”, “expect”, “plan”, “intend”, “anticipate”, “believe”, “estimate”, “predict”, “potential” or “co negative of such terms or other comparable terminology. In evaluating these statements, you should consider various factors, including the assumptions, risks and uncertainties set forth in reports and other documents we have filed with or furnished to the SEC. These factors or any of them may cause our actual results to differ materially from any forward-looking statement made in this document. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding future events, our actual results will likely vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. The forward-looking statements in this document are made as of the date of this document and we do not intend or undertake to update any of the forward-looking statements to conform these statements to actual results, except as required by applicable law, including the securities laws of the United States.

GENERAL MATTER

Our common stock is subject to the "penny stock" rules of the SEC and the trading market in our securities is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our stock.

The Securities and Exchange Commission has adopted certain rules under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) that are applicable to "penny stocks". For the purposes relevant to us, a “penny stock” is any equity security that has a market price of less than $5.00 per share or has an exercise or conversion price of less than $5.00 per share, subject to certain exceptions, constitutes a "penny stock". For any transaction involving a penny stock, unless exempt, the rules require:

- that a broker or dealer approve a person's account for transactions in penny stocks;

- the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased; and

- that a broker or dealer provide certain detailed market information about the market for the applicable company’s securities.

In order to approve a person's account for transactions involving penny stocks, the broker or dealer must:

- obtain financial information, investment experience and investment objectives of the person; and

- make a reasonable determination that the proposed transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and depress the market value of our stock.

There are additional risks of investing in penny stocks whether in public offerings or in secondary trading, relating to commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions.

Item 3. Management’s Discussion and Analysis of Financial Condition and Results of Operation. Shareholders’ Equity

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and related notes, included in Item 8 of this Report. Unless otherwise specified, all dollar amounts are U.S. dollars

Overview

On December 23, 2010, the Company became a mineral exploration company through the acquisition of a mineral rights lease. Prior to December 23, 2010, we were a carbon based measuring company.

The Company abandoned the carbon measuring business on December 23, 2010 upon termination of the license and consulting agreements. The results of discontinued operations included in the Company’s financial statements for the year ended December 31, 2010 reflect the activity in this exited business.

Recent Developments

In December, management retained an independent geological firm, Aurora Geosciences Inc, to visit the Carson property and write an evaluation report under Canada’s National Instrument 43-101(“NI 43-101”) guidelines. Management upon the recommendation of the Qualified person under NI 43 -101 David White, who completed the 43-101 report commits to a phased exploration of the Carson Property upon attainment of sufficient capital. Management is currently preparing an exploration budget based on this recommendation.

MD&A 1

RESULTS OF OPERATIONS

Revenue - Nil

General and Administrative Expenses

General and administration expenses consist of fees incurred for bank charges, corporate filing fees and transfer agent fees. The 2011 costs are similar to those incurred in 2010 except that $13,000 has been expensed to the statement of operations for engineering costs related to the 43-101 report prepared in January 2011.

Professional Fees

Professional fees consist of charges for legal services. The increase in the 3 months ended March 31, 2011 as compared to 2010 is due to increased filing and disclosure costs as result of being SEC registrant for a full year, and also as a result of the Company commencing operations in 2010 and migrating or converting from a largely inactive shell company to a carbon based measuring company.

Consulting Fees

Nil

Interest expense

Interest expense represents interest accrued on loans from shareholders and other lenders. Additional advances in the three month period ended March 31, 2011 were $84,063. Interest is being accrued on these loans and advances at the rate of 12% per annum. Loans and advances are unsecured and have fixed terms of repayment.

Liquidity and Capital Resource

As at March 31,

	2011	**2010**
Cash and cash equivalents………………………………………………	$ 9,213	$ -
Working capital deficiency……………………………………………	$(164,031)	$ -

Financial Condition

The Company requires additional financing to cover costs that we expect to incur in 2011. We have been able to obtain financial support from loans. This will continue in 2011 until the Company is able to secure additional funding from equity financing through the sale of common stock or other securities. Future financings could result in significant dilution of existing stockholders. The Company currently earns no operating revenues. The Company’s ability to continue as a going concern is uncertain and is dependent upon the generation of profits from mineral properties, obtaining additional financing or maintaining continued support from its shareholders and creditors. In the event that additional financial support is not received or operating profits are not generated, the carrying values of the Company's assets may be adversely affected. Current market conditions make the present environment for raising additional equity financing less favourable.

Future funding requirements will depend on many factors, including but not limited to:

- the geological merits of the Carson property
- results from Phase 1 Geology program on the Carson property
- the geological merits of adjacent properties
- selling opportunity of the Carson property to a mineral exploration company or joint-venture and
- the acquisition of other potential mineral properties

Currently, our only asset and potential revenue generating product is our mineral option agreement. Further exploration is required in order to determine whether the asset can generate significant mineral revenues or be sold for a significant price.

There have been no material transactions in 2011 to May 17, 2011.

Contractual Obligations and Contingencies

	Payments due by period				
Contractual obligations	**Total**	**Less than 1 year**	**1–3 years**	**3–5 years**	**More than 5 years**
Long-Term Debt - Mineral Acquisition	$100,000	$35,000	$30,000	$35,000	-
Long-Term Debt - Loan 2 year	31,000	-	$31,000	-	-
[Purchase Obligations]	-	-	-	-	-
Total	$131,000	$35,000	$61,000	$35,000	-

Off-Balance-Sheet Arrangements

As of March 31, 2011, there were no off-balance-sheet arrangements as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations is based upon our audited financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these quarterly financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, sales and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to our intangible assets, uncollectible receivables, and stock-based compensation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Because this can vary in each situation, actual results may differ from these estimates under different assumptions or conditions.

Valuation of Intangible and other Long-lived Assets.

We periodically assess the carrying value of intangible and other long-lived assets, which requires us to make assumptions and judgments regarding the future cash flows of these assets. The assets are considered to be impaired if we determine that the carrying value may not be recoverable based upon our assessment of the following events or changes in circumstances:

- the asset's ability to continue to generate income from operations and positive cash flow in future periods;

- loss of legal ownership or title to the asset;

- significant changes in our strategic business objectives and utilization of the asset(s); and

- the impact of significant negative industry or economic trends.

If the assets are considered to be impaired, the impairment we recognize is the amount by which the carrying value of the assets exceeds the fair value of the assets. Fair value is determined by a combination of third party sources and discontinued cash flows. In addition, we base the useful lives and related amortization or depreciation expense on our estimate of the period that the assets will generate revenues or otherwise be used by us. We also periodically review the lives assigned to our intangible assets to ensure that our initial estimates do not exceed any revised estimated periods from which we expect to realize cash flows from the technologies. If a change were to occur in any of the above-mentioned factors or estimates, the likelihood of a material change in our reported results would increase.

At Mach 31, 2011, there no assets that are subject to amortization.

We determined that, as of March 31, 2011, there have been no significant events which may have affected the carrying value of the mineral acquisition right.

Stock-based Compensation

There were no stock options granted or stock option benefit incurred during the three month period ended March 31, 2011.

Item 5. Controls and Procedures.

(a) Evaluation of disclosure controls and procedures.

We maintain disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) that are designed to assure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commissions rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. As required by Exchange Act Rule 13a-15(b), as of the end of the period covered by this report, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures and concluded that our disclosure controls and procedures were ineffective as of the date of the original filing of this Form 10-Q and remain ineffective as of the date of filing of this amended 10-Q due to limited accounting and reporting personnel, inadequate accounting policies and procedures, and a lack of segregation of duties due to limited financial resources and the size of our company. We will need to adopt additional disclosure controls and procedures prior to commencement of material operations. Consistent therewith, on an on-going basis we will evaluate the adequacy of our controls and procedures.

(b) Changes in internal control over financial reporting.

There were no changes in our internal control over financial reporting during the last fiscal quarter covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1. Directors, Executive Officers and Corporate Governance

.

Name	Position	Age	Date assumed Executive Officer, Director Position
Ben Fuschino	Director	49	December 23, 2010
Ryan Bignucolo	Director, President, Secretary	37	December 23, 2010
Ben Ward	Director	30	June 4, 2010
	Chief Financial Officer, Treasurer		December 23, 2010

The Company's officers will not be paid any remuneration for their service, although the Board of Directors may determine to authorize the accrual of payments which would then be paid or otherwise satisfied in the future. The current members of the Board of Directors will serve for an indeterminate term, until the next meeting of the shareholders of the Company or until they resign (if sooner).

The Company has not adopted a code of ethics for its management and board of directors (including its President and Chief Financial Officer). As the Company's activities in 2010 and to date in 2011 were and are minimal, it was not felt that the development and adoption of a code of ethics was immediately necessary. However, the Company's board of directors will re-consider whether it is appropriate and advisable that a code of ethics be developed and adopted in 2011, as business activities for the Company increase.

The Company does not have in place (nor has it adopted) any procedures by which security holders of the Company may recommend nominees to the Company's board of directors.

The Company's board of directors has not appointed an audit committee, and as a result the full board of directors of the Company currently serves as the audit committee. The board of directors also has not determined whether or not the Company has an audit committee financial expert serving on the board (or the audit committee). Currently, the board of directors felt that as the Company's operations are minimal and that all members of the board bring different and valuable financial (and financial oversight and reporting) experience to the board's consideration of the Company's financial statements and financial reporting, a formal determination as to which directors should be designated as having the requisite skills and experience to be the audit committee financial expert would be left to a later date.

PART III – OTHE INFORMATION

Item 1. Defaults Upon Senior Securities.

None.

Item 2. Submission of Matters to a Vote of Security Holders.

- On June 4, 2010, shareholders of the Company approved the appointment of new directors; and
- On June 4, 2010, shareholders of the Company approved a change to the Company’s name and authorized the filing of the related certificate of amendment;

Item 3. Other Information.

- On March 30, 2011 the Company dismissed its current audit firm and engaged a new audit firm to express an audit opinion on its December 31, 2010 financial statements. The prior auditor had expressed no opinion on any financial statements and there were no matters of disagreement between the auditor and the Company (and/or its management) on any matters of accounting principles or practice, financial statement disclosure, or auditing scope or procedures.

Item 4. Exhibits.

The following exhibits are attached hereto:

Exhibit No.	Description of Exhibit
31.1	Certification of our Chief Executive Officer pursuant to Rule 13a-15(e) and 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended, filed herewith.
31.2	Certification of our Chief Financial Officer pursuant to Rule 13a-15(e) and 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended, filed herewith.
32.1	Certification of our Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith

32.2	Certification of our Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Joshua Gold Resources Inc.

Date: July 22, 2011 By: /s/ Benjamin Ward

Benjamin Ward

Chief Executive Officer, President, Chief Financial Officer and Director