Joshua Gold Resources, Inc.
(226) 888-5610
1033 Pattullo Avenue, Unit 20
Woodstock, Ontario Canada N4V 1C8
https://www.joshuagoldresources.com
Email: Dino@Joshuagoldresources.com

Annual Report For the Period Ended: December 31, 2023(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was205,166,233 shares as of December 31, 2023

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934and Rule 15c2-11 of the Exchange Act of 1934): Yes:☐ **No:** ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period: Yes:☐ **No:** ☒

Change in Control

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period: Yes:☐ **No:** ☒

1) Name and address(es) of the issuer and its predecessors (if any)

ABC Acquisition Corp 1501	(incorporated 2009-07-10)
Bio-Carbon Systems International Inc.	(date changed 2010-06-04)
Joshua Gold Resources Inc.	(date changed 2010-11-29)
Enhanced Oil Solutions Inc.	(date changed 2015-09-03)
Enhanced Energy Solutions Corp.	(date changed 2016-02-01)
Joshua Gold Resources Inc.	(date changed 2016-10-12)

The current state of incorporation is Nevada and our status is Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

The address(es) of the issuer's principal executive office and principal place of business:

1033 Pattullo Avenue, Unit 20, Woodstock, Ontario Canada N4V 1C8

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years? **No:** ☒ Yes:☐

2) Security Information

<u>Transfer Agent</u>

Name: VStock Transfer, LLC
Phone: 212-828-8436
Email: info@vstocktransfer.com
Address: 18 Lafayette Place, Woodmere, NY 11598

<u>Publicly Quoted or Traded Securities:</u>

Trading symbol:	JSHG
Exact title and class of securities outstanding:	Common
CUSIP:	481044105
Par or stated value:	$0.0001
Total shares authorized:	400,000,000 as of date: December 31, 2023
Total shares outstanding:	205,166,233 as of date: December 31, 2023
Total number of shareholders of record:	226 as of date: December 31, 2023

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

Exact title and class of the security:	Class A Preferred Shares
Par or stated value:	$0.0001 per share
Total shares authorized:	100,000,000 as of date: December 31, 2023
Total shares outstanding (if applicable):	243,690 as of date: December 31, 2023
Total number of shareholders of record:	3 as of date: December 31, 2023

Security Description

1. For common equity, describe any dividend, voting and pre-emption rights.

   Holders of Common Stock have no pre-emptive, conversion, redemption, subscription or similar rights, and there are no sinking fund provisions applicable to the Common Stock. The rights, preferences and privileges of the holders of Common Stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock that the Company may designate and issue in the future. Holders of Common Stock are entitled to one vote for each share held of record on all matters properly submitted to a vote of the Company's stockholders, including the election of directors, and do not have any cumulative voting rights. Directors are elected by a plurality of the votes cast by the holders of Common Stock. Except as otherwise required by law, all other matters brought to a vote of the holders of Common Stock are determined by a majority of the votes cast and, except as may be provided with respect to any other outstanding class or series of the Company's stock, the holders of shares of Common Stock possess the exclusive voting power. Subject to preferences that may be applicable to any then outstanding preferred stock, holders of Common Stock are entitled to receive dividends, if any, as may be declared from time to time by the Company's Board of Directors out of legally available funds.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The Class A Preferred Shares have the following rights:

i. The Shares shall be non-voting;
ii. Each Share will accrue interest at 10% per annum on the issue price of such Shares, such interest to accrue daily and to be compounded to the extent unpaid annually;
iii. Each Share will be retractable by the Corporation for $1.00pershare,plus any accrued and unpaid interest;
iv. The Shares shall not be entitled to participate in the capital appreciation of the Corporation;
v. If the Corporation is liquidated, dissolved or wound up (whether voluntarily or not),or if there is any other distribution of its assets among its shareholders for the purpose of winding up its affairs, the holders of the Shares will be entitled to receive an amount equal to $l.00 for each Share then issued and outstanding, plus accrued and unpaid interest from distribution of the property or assets of the Corporation before any distribution of any part of the property or assets of the Corporation among the holders of the common shares or any other shares.

3. Describe any other material rights of common or preferred stockholders. None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report. None

3) Issuance History

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years.
☐:No: ☒**Yes**: (If yes, you must complete the table below)

[Table on following page]

Shares Outstanding as of Second Most Recent Fiscal Year End										
Opening Balance										
Date: January 1, 2021		**Common:**				**141,418,008**				
		Preferred:				**not publicly traded**				
Date of Transaction	**Transaction Type**	**Number of shares issued**	**Class of Securites**	**Value of shares issued ($\shr)**	**Shares issued at a discount?**	**Individual**	**Controlling Individual**		**Reason for Issuance**	**Restricted or Unrestricted**
08/09/2023	New Issuance	600,000	Common	0.0100	No	PETER D'JAY			Services	Restricted
08/09/2023	New Issuance	10,305,242	Common	0.0100	No	BENEDETTO FUSCHINO			Services	Restricted
08/09/2023	New Issuance	9,771,292	Common	0.0100	No	DINO MICACCHI			Services	Restricted
04/05/2023	New Issuance	1,750,000	Common	0.0180	No	SHININGTREE RESOURCES CORP.	Scott Keevil		Acquisition mineral rights	Restricted
04/05/2023	New Issuance	2,250,000	Common	0.0180	No	BENEDETTO FUSCHINO			Acquisition mineral rights	Restricted
04/05/2023	New Issuance	2,250,000	Common	0.0180	No	JIMMIE GATES			Acquisition mineral rights	Restricted
04/05/2023	New Issuance	200,000	Common	0.0180	No	ANDREW CURRAH			Services	Restricted
04/05/2023	New Issuance	1,500,000	Common	0.0190	No	RAYMOND F. PURDON			Services	Restricted
01/09/2023	New Issuance	2,000,000	Common	0.0200	No	JIMMIE GATES			Acquisition mineral rights	Restricted
01/09/2023	New Issuance	2,000,000	Common	0.0200	No	2060014 Ontario Inc.	Steven Anderson		Acquisition mineral rights	Restricted
09/19/2022	New Issuance	1,000,000	Common	0.0120	No	MICHAEL MICACCHI			Services	Restricted
09/16/2022	New Issuance	12,500,000	Common	0.0120	No	ALTA WATERFORD LLC	Ben Steinberg		Services	Restricted
08/1/2022	New Issuance	500,000	Common	0.0110	No	MICHAEL MICACCHI			Services	Restricted
07/21/2022	New Issuance	1,200,000	Common	0.0135	No	JIMMIE GATES			Acquisition mineral rights	Restricted
07/21/2022	New Issuance	600,000	Common	0.0135	No	DH EXPLORATION INC.	Darren Heath		Acquisition mineral rights	Restricted
07/21/2022	New Issuance	600,000	Common	0.0135	No	ANDREW CURRAH			Acquisition mineral rights	Restricted
07/12/2022	New Issuance	500,000	Common	0.0120	No	PETER D'JAY			Services	Restricted
04/19/2022	New Issuance	800,000	Common	0.0700	No	2294527 ONTARIO INC.	Philip Black		Acquisition mineral rights	Restricted
04/19/2022	New Issuance	800,000	Common	0.0700	No	2254022 ONTARIO LTD.	Philip Black		Acquisition mineral rights	Restricted
04/19/2022	New Issuance	800,000	Common	0.0700	No	JIMMIE GATES			Acuistion mineral rights	Restricted
12/13/2021	New Issuance	1,462,500	Common	0.0200	No	ANDREW CURRAH			Debt conversion	Restricted
12/13/2021	New Issuance	487,500	Common	0.0200	No	WARREN LOSEY			Debt conversion	Restricted
06/30/2021	New Issuance	200,000	Common	0.0500	No	JIMMIE GATES			Cash	Restricted
08/17/2021	New Issuance	2,500,000	Common	0.0600	No	STEVEN ANDERSON			Acquisition mineral rights	Restricted
05/25/2021	New Issuance	100,000	Common	0.0600	No	BULL IN ADVANTAGE LLC	Peter Nicosia		Acquisition mineral rights	Unrestricted
05/25/2021	New Issuance	800,000	Common	0.0600	No	ANDREW CURRAH			Acquisition mineral rights	Restricted
05/25/2021	New Issuance	500,000	Common	0.0600	No	JIMMIE GATES			Acquisition mineral rights	Restricted
05/25/2021	New Issuance	800,000	Common	0.0600	No	2254022 ONTARIO LTD.	Philip Black		Acquisition mineral rights	Restricted
03/09/2021	New Issuance	400,000	Common	0.1000	No	BULL IN ADVANTAGE LLC	Peter Nicosia		Services	Unestricted
11/11/2020	New Issuance	738,347	Common	0.0700	No	ACKLO DIAMOND DRILLING LTD.	Philip Black		Services - Debt conversion	Restricted
11/19/2020	New Issuance	150,000	Common	0.0700	No	JASON BRIAN HILTZ			Acquisition mineral rights	Restricted
11/19/2020	New Issuance	150,000	Common	0.0700	No	DAVID BRIAN HILTZ			Acquisition mineral rights	Restricted
02/02/2021	New Issuance	3,533,334	Common	0.1500	No	SRAX INC.	Christopher Miglino		Services	Unrestricted
		63,748,215								
Opening Balance Jan 1 2021		141,418,008								
Expected Closing Balance December 31, 2023		205,166,223								
Actual closing balance December 31, 2023		205,166,223								
		0								

B. Promissory and Convertible Notes

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance
From 2009 thru December 31, 2023	$519,061	$519,061	NIL	Demand	N/A	Friggi N.A. Inc. – Benedetto Fuschino	Loan
From Jan 1 2022 thru June 30, 2023	$14,844	$14,844	Nil	Demand	N/A	1815681, Ontario Inc. – Benedetto Fuschino	Loan
July , 2017 and July 2018 and December 31, 2022	$11,185	$11,185	Nil	Demand	N/A	1873942 Ontario Inc. – Dino Micacchi	Loan
18-Feb-13	$180,429	$25,000	$155,429	Unsecured	N/A	David Mason	Loan
Dec-21	$1,118	$1,118	Nil	Demand	N/A	Penny Currah	Loan
Dec-13	$74,861	$74,861	Nil	Demand	N/A	Ben Ward	Loan

4) Issuer's Business, Products and Services

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Mineral exploration

B. List any subsidiaries, parent company, or affiliated companies.

None

C. Describe the issuers' principal products or services.

Mineral exploration

5) Issuer's Facilities

The company leases office space and office equipment from the Chief Financial Officer at $nil per year.

For information on the company's mineral properties please see note 3 of the Unaudited financial statements for the year ended December 31, 2023.

6) Officers, Directors, and Control Persons

Name of Officer/Director or Control Person	Affiliation with Company	Residential Address	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
BendettoFuschino	President\Ceo\Director	Woodstock,Ontario Canada	38,846,072	Common	18.93	1
Dino Micacchi	Sec-Treas\Cfo\Director	Innerkip, Ontario Canada	16,382,885	Common	7.99	2

Note 1. The number of shares is the total held by Mr. Fuschino and companies controlled by him. Mr. Fuschino has direct ownership of 21,625,699 shares of common stock; and is the sole shareholder and director of Friggi N.A. Inc. which holds 13,083,334 shares of common stock; and is the sole shareholder and director of 1815618 Ontario Inc. which holds 4,137,039 shares of common stock.

2. The number of shares held is the total held by Mr. Micacchi and a company controlled by him, 1873942 Ontario Inc.. Mr. Micacchi has direct ownership of 9,771,292 shares of common stock; and is the sole shareholder and director of 1873942 Ontario Inc. which holds 6,611,593 shares of common stock

7) Legal/Disciplinary History

Neither of the named persons listed above have, <u>in the past 10 years</u>, been the subject to any of:

1. An indictment or conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

3. A finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

5. An order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

At present the Company is involved in three material litigation proceedings. These actions are ongoing in the Ontario Superior Court of Justice and all involve the ownership of the Kenty Property located in the Townships of Swayze and Dore, Ontario, Canada.

The first application is an application brought by Emerald Isle Resources on May 14, 2013 seeking a declaration that it is the legal owner of the Kenty Property. The application alleges: (i) that Brian A. McClay, the owner of the Kenty Property, had sold 100% of his interest therein to Emerald Isle in 1986, although Emerald Isle did not register its acquisition of the Kenty Property at that time; and (ii) that at the time he entered into an agreement to sell the Kenty Property to the Company, Mr. McClay had no interest in the Kenty Property to sell. The Company has responded to that application.

By separate application commenced March 13, 2014 the Company and its co-applicant, Mr. McClay commenced a separate proceeding in the Ontario Superior Court of Justice seeking a formal declaration that Mr. McClay is the sole owner of a 100% undivided interest in the Kenty Property subject only to a smelting agreement and a Mineral Property Acquisition Agreement in favor of the Company.

These matters remain to be resolved.

In separate proceedings, on May 13, 2015, the Company filed a Statement of Claim against Mr. McClay seeking damages totaling $10,750,000 in the event that the Application of the Company and Mr. McClay is unsuccessful and on or about September 28, 2015, Mr. McClay filed a counterclaim against the Company alleging that the Company has failed to deliver the consideration for the purchase of the Kenty Property and therefore has no rights thereto, and seeking damages in the amount of $2,500,000 against the Company. The matter remains in abeyance pending the resolution of the two Applications.

8) Third Party Service Providers

Securities Counsel.

Name:	Jackson L. Morris, Esq.
Address 1:	126 21st Avenue SE
Address 2:	St. Petersburg, Florida 33705
Phone:	813-892-5969
Email:	jackson.morris@rule144solution.com

<u>Accountant or Auditor</u>

Name:	Blair Mabee CPA, CA, LPA
Firm:	MNP LLP
Address 1:	50 Burnhamthorpe Rd W #900
Address 2:	Mississauga, ON, CANADA L5B 3C2
Phone:	416-626-6000
Email:	Blair.Mabee@mnp.ca

<u>Investor Relations</u>

Name:	Peter Nicosia
Firm:	Bull In Advantage, LLC
Address 1:	196 WILLOWBEND ROAD
Address 2:	ROCHESTER NY., 14618
Phone:	585-703-6565
Email:	investors@joshuagoldresources.com

All other means of Investor Communication:

Twitter:	https://twitter.com/JoshuaGoldRes
LinkedIn	https://www.linkedin.com/company/joshuagold/
Facebook:	https://www.facebook.com/JoshuaGoldResources

Other Service Providers

Name:	Shelley Goff
Firm:	Sole Proprietor
Nature of Services:	Preparation Services for OTC Disclosure Statements, Quarterly and Annual Report filings
Address 1:	2598 Canyon View Drive
Address 2:	Santa Clara, Utah 84765
Phone:	435-656-5188
Email:	Shelley@burninglaw.com

9) Disclosure &Financial Information

A. This Disclosure Statement was prepared by:

Name:	Jackson L. Morris, Esq.
Title:	Attorney
Relationship to Issuer:	Outside counsel

B. The following financial statements were prepared in accordance with:

☐IFRS
☒U.S. GAAP

B. The following financial statements were prepared by:

Name:	Dino Micacchi
Title:	Director\ Chief Financial Officer
Relationship to Issuer:	Director\ Chief Financial Officer

Mr. Micacchi is a certified public accountant licensed in Canada

a. INDEX TO FINANCIAL STATEMENTS
b. Balance Sheet;
c. Statement of Income;
d. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
e. Statement of Cash Flows;
f. Financial Notes

Joshua Gold Resources Inc.
(An Exploration Stage Company)
Unaudited condensed Balance Sheets
Presented in US Dollars

		December 31, 2023		December 31, 2022
Current Assets				
Cash	$	1,988	$	13,502
Accounts receivable and other assets		5,525		14,992
Total Current Assets		7,513		28,494
Other Assets				
Mineral properties (Note 3)		1		1
TOTAL ASSETS	**$**	7,514	**$**	28,495
LIABILITIES AND SHAREHOLDERS' DEFICIT				
Current Liabilities				
Accounts payable	**$**	344,958	**$**	370,758
Accrued liabilities		7,378		12,667
Advances from stockholders (Note 4)		804,053		730,180
Dividends Payable (Note 6)		639,479		559,191
Total Liabilities		1,795,868		1,672,796
Stockholders' Deficit				
Preference Shares, $0.0001 par value; 100,000,000 shares authorized; 243,690 shares issued and outstanding (December 31, 2022 – 243,690) (Note 6)		25		25
Common Stock, $0.0001 par value; 400,000,000 shares authorized; 205,166,233 shares issued and outstanding (December 31, 2022 –172,406,362) (Note 6)		20,507		17,231
Additional Paid In Capital (Note 6)		15,097,464		12,521,748
Shares to be Issued (Note 6)		118,952		2,348,944
Accumulated other comprehensive income		85,336		88,935
Accumulated Deficit		(17,110,638)		(16,621,184)
Total Stockholders' Deficit		(1,788,354)		(1,644,301)
Total Liabilities and Stockholders' Deficit	**$**	7,514	**$**	28,495

See accompanying notes to the unaudited condensed financial statements

Joshua Gold Resources Inc.
(An Exploration Stage Company)
Unaudited condensed Statements of Operations and Comprehensive Loss
Presented in US Dollars

		Year ended December 31, 2023		Year ended December 31, 2022
OPERATING EXPENSES				
Consulting fees (Note 6)	$	122,000	$	47,500
Professional fees		(6,167)		16,851
General and administrative		42,339		109,127
Exploration		15,804		18,099
Interest		35,060		14,140
Loss on impairment of mineral properties (note 4)		198,059		-
Foreign exchange loss (gain)		2,072		9,727
TOTAL OPERATING EXPENSES		**409,167**		**215,444**
NET LOSS		**(409,167)**		**(215,444)**
OTHER COMPREHENSIVE LOSS				
Foreign currency translation gain (loss)		**(3,598)**		**6,385**
NET LOSS AND COMPREHENSIVE LOSS	**$**	**(412,765)**	**$**	**(209,059)**
NET LOSS	**$**	**(409,167)**	**$**	**(215,444)**
Dividends on Preferred Stock		**(80,287)**		**(33,176)**
NET LOSS ATTRIBUTED TO COMMON SHAREHOLDERS	**$**	**(489,454)**	**$**	**(248,620)**
LOSS PER SHARE - BASIC AND DILUTED	**$**	**0.0023**	**$**	**0.0013**
WEIGHTED NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED		**175,060,527**		**153,043,862**

See accompanying notes to the unaudited condensed financial statements

Joshua Gold Resources Inc.
(An Exploration Stage Company)
Unaudited condensed Statements of Stockholders' Deficit
For the year ended December 31, 2023 and year ended December 31, 2022
Presented in US Dollars

	Preferred Stock		Common Stock		Additional	Stock to	Accumulated	Accumulated	Total
	Shares	Par Value	Shares	Par Value	Paid-in Capital	be Issued	Other Comprehensive Income	Deficit	Stockholders' Deficit
Balance – December 31, 2021	**243,690**	**25**	**153,556,362**	**15,346**	**12,278,733**	**2,256,444**	**51,549**	**(15,955,191)**	**(1,353,094)**
Stock to be issued for compensation (Note 6)							131,500		131,500
Stock issued from private placement (Note 6)	-	-	1,950,000	195	38,805	(39,000)			-
Stock issued for mineral rights (Note 6)	-	-	2,400,000	240	32,160	-			32,400
Stock issued for services (Note 6)	-	-	14,000,000	1,400	166,100	-			167,500
Stock to be issued for mineral rights (Note 6)	-	-	500,000	50	5,950	-			6,000
Foreign currency translation							37,386		37,386
Net loss								(593,004)	(593,004)
Dividends								(72,989)	(72,989)
Balance – December 31, 2022	**243,690**	**25**	**172,406,362**	**17,231**	**12,521,747**	**2,348,944**	**88,935**	**(16,621,184)**	**(1,644,301)**
Stock to be issued for compensation (Note 6)			-	-	-	82,800			82,800
Stock issued for debt settlement (Note 6)			133,327	14	2,386	-			2,400
Stock issued for mineral rights (Note 6)			10,250,000	1,025	191,475	-			192,500
Stock issued for services (Note 6)	-	-	1,700,000	170	31,930	-			32,100
Stock issued for compensation (Note 6)	-	-	-	-	-	-			-
Net loss								(409,167)	(409,167)
Foreign currency translation							(4,775)		(4,775)
Dividends								(40,143)	(40,143)
Balance – December 31, 2023	**243,690**	**25**	**184,489,689**	**18,440**	**12,747,538**	**2,431,744**	**84,160**	**(17,070,494)**	**(1,788,586)**

See accompanying notes to the unaudited condensed financial statements

Joshua Gold Resources Inc.
(An Exploration Stage Company)
Unaudited condensed Statements of Cash Flows
Presented in US Dollars

		Year ended December 31, 2023		Year ended December 31, 2022
CASH FLOWS USED IN OPERATIONS				
OPERATING ACTIVITIES				
Net loss	**$**	(409,167)	**$**	(593,004)
Adjustments for non-cash items:				
Interest on shareholder loans		35,060		28,863
Loss on impairment of properties		198,059		-
Loss on debt settlement		2,400		-
Loss on note receivable		-		-
Stock based compensation		122,000		137,500
Issuance of Common shares for services (Note 6)		32,100		167,500
Adjustments for changes in working capital				
Accounts receivable and other assets		9,467		6,572
Prepaid expenses		-		88,330
Accounts payable and accrued liabilities		(33,862)		59,189
Due on mineral rights		-		-
NET CASH USED IN OPERATING ACTIVITIES		(43,943)		(105,050)
FINANCING ACTIVITIES				
Advances from stockholders (Note 4)		27,500		76,590
NET CASH PROVIDED BY FINANCING ACTIVITIES		27,500		76,590
EFFECT OF EXCHANGE RATE CHANGE FOR OPENING CASH		2,071		9,727
NET INCREASE IN CASH		(11,972)		13,667
CASH, BEGINNING OF PERIOD		13,960		293
CASH, END OF PERIOD	$	1,988	$	13,960
SUPPLLEMENTARY CASH FLOW INFORMATION				
Income taxes paid	$	-	$	-
Interest paid	$	-	$	-
Stock issuances to for services	$	32,100	$	167,500
Stock issuances to acquire mineral properties	$	112,500	$	32,400

See accompanying notes to the unaudited condensed financial statements

1. Nature of Operations

Joshua Gold Resources Inc. (referred to herein as "Joshua", or the "Company") was incorporated on July 10, 2009 in the State of Nevada, USA.

The Company operates as a mineral exploration business headquartered at 1033 Pattullo Avenue, Unit 20 in Woodstock, Ontario, Canada. Its principal business activity is the acquisition, exploration and development of mineral property interests in Canada. The Company is considered to be in the exploration stage and substantially all of the Company's efforts are devoted to financing and developing these property interests.

The Company has the rights to ten mineral properties in Ontario and one in the Northwest Territories, Canada. There has been no determination whether the Company's interests in unproven mineral properties contain mineral reserves, which are economically recoverable.

During the year 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

Going Concern

The unaudited condensed financial statements have been prepared on a going concern basis. The going concern basis of presentation assumes that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operation.

The Company has incurred a net loss of $409,167 for the year ended December 31, 2023, and a working capital deficit of $1,788,355. As an exploration stage entity, the Company has not yet commenced its mining operations and accordingly does not have any revenue. This casts substantial doubt on the Company's ability to continue as a going concern unless it can begin to generate net profit and raise adequate financing.

The Company has been seeking additional debt or equity financing to support its operations until it becomes cash flow positive. There can be no assurances that the action and plan above will be sufficient for the Company to continue operating as a going concern.

The unaudited condensed financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts classified as liabilities that might be necessary should the Company be unable to continue in existence. These adjustments could be material.

2. Significant Accounting Policies

The accompanying unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10–Q and Rule 10 of Regulation S–X.

Use of Estimates

The preparation of unaudited condensed financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. Some of the Company's more significant estimates include those related to uncollectible receivables, the fair value of stock-based compensation and other equity instruments, and the recoverability of mineral properties. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

Fair Value of Financial Instruments

In accordance with ASC 820, *Fair Value Measurement,* fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. A fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Company assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

2. Significant Accounting Policies - continued

Fair Value of Financial Instruments

The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 - Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
Level 2 - Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.
Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value.

Income Taxes

The Company accounts for income taxes pursuant to ASC 740, *Income Taxes*. Deferred tax assets and liabilities are recorded for differences between the financial statements and tax basis of the assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is recorded for the amount of income tax payable or refundable for the period increased or decreased by the change in deferred tax assets and liabilities during the period.

Stock-based Compensation

The Company accounts for Stock-Based Compensation in accordance with ASC 718, *Compensation – Stock Compensation*. ASC 718 establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments.

2. Significant Accounting Policies - continued

ASC 718 focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. ASC 718 requires that the compensation cost relating to share-based payment transactions be recognized in the unaudited condensed financial statements measured based on the fair value of the equity or liability instruments issued, when granted in exchange for employee services.

Awards granted to non-employees fall under ASC 505-50 and are recognized based on the fair value of the goods or services received or the equity instruments, whichever is more reliable.

Net Earnings (Loss) Per Share

The Company accounts for earnings (loss) per share pursuant ASC 260, *Earnings Per Share*, which requires disclosure on the unaudited condensed financial statements of “basic” and “diluted” earnings (loss) per share. Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the year. Diluted earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding plus common stock equivalents (if dilutive) related to stock options and warrants for each year. The weighted average number of shares outstanding has been adjusted for the effects of stock dividends, stock splits, and reverse stock splits.

There were no dilutive financial instruments for the years ended December 31, 2023 and 2022.

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The standard’s main goal is to improve financial reporting by requiring earlier recognition of credit losses on financing receivables and other financial assets in scope. ASU 2016-13 has no impact on the Company’s unaudited condensed financial statements.

In November 2019, the FASB issued ASU No. 2019-08, Compensation—Stock Compensation (Topic 718) and Revenue from Contracts with Customers (Topic 606): Codification Improvements—Share-Based Consideration Payable to a Customer, that simplifies and increases comparability of accounting for nonemployee share-based payments, specifically those made to customers. The new guidance requires companies to measure and classify (on the balance sheet) share-based payments to customers by applying the guidance in Topic 718. As a result, the amount recorded as a reduction in revenue would be measured based on the grant-date fair value of the share-based payment. ASU 2019-08 has no impact on the Company’s unaudited condensed financial statements.

2. Significant Accounting Policies - continued

Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying unaudited condensed financial statements.

3. Mineral Property Interests

Balance at January 1, 2020	**$**	**1**
Carson Property acquisition (a)		15,000
Kenty Property (b)		1,975,999
C1 Mortimer Property (c)		941,460
C1 Mortimer amendment (c)		359,760
King Solomon Mines Property (d)		1,280,000
Halcrow, McCool, Seymour Lake (e)		145,000
Haycock, Godfrey and Roma (f)		138,000
Hiltz (g)		21,000
Jo-Anne Property(h)		168,000
Impairment charge to date		(5,044,219)
Balance at December 31, 2022	**$**	**1**
Niobe Property (i)		120,000
Benoit West Property (j)		150,000
Impairment charge (i), (j)		(270,000)
Balance at December 31, 2022	**$**	**1**
Kenora (k)		32,400
Champion (l)		-
Impairment charge (k)		(32,400)
Balance at September 30, 2022	**$**	**1**

a) Carson Property

On December 23, 2010, the Company entered into a mineral property acquisition agreement with 2214098 Ontario Ltd. pursuant to which the Company acquired the mining lease to the Carson Property. Under the acquisition agreement, the Company was required to pay:

1. Cash consideration of $99,060 (CDN$100,000) to be paid according to an installment schedule between April 30, 2011 and December 31, 2015;

2. Equity consideration of 1,000,000 shares of common stock to be issued on or before March 30, 2011; and

3. Mineral Properties - continued

3. Royalty of 3% of all net smelter returns upon commencement of commercial production of the property.

The Carson Property is 1,812 acres in area and is located north by north-west of the City of Yellowknife, in the Northwest Territories, Canada. The Company's interest in the property consists of a 21-year mining lease, which expires on December 31, 2024 and for which the Company was responsible for making annual lease payments of $1,141, in order to keep the lease in good standing. On December 13, 2012, the Company terminated its acquisition agreement for the Carson Property with 2214098 Ontario Ltd. Under the terms of the agreement, the Company returned the property to the vendor, and both parties are released from any further obligation under the agreement.

The Company had reflected the termination as a loss on disposal of mineral property on the statement of operations of $112,686 for the year ended December 31, 2012. During 2016, the Company reacquired the Carson Property in exchange for 300,000 shares of common stock to be issued valued at $15,000. In 2016, the Company recognized an impairment charge of $15,000 on the carrying value of the Carson Property based on the substantial doubt of the Company's ability to raise adequate financing.

a) Kenty Gold Property

McClay Conveyed Property. On October 4, 2012, the Company entered into and closed a mineral property acquisition agreement (the "McClay Agreement") with Brian McClay, a British Columbia, Canada resident ("McClay"), pursuant to which McClay agreed to sell to the Company an undivided one hundred percent (100%) interest in and to certain mineral interests found on the Kenty Gold Property located in the Townships of Swayze and Dore, Ontario, Canada (the "McClay Conveyed Property").

As consideration for the sale of the McClay Conveyed Property, the Company agreed to deliver the following to McClay in the manner set forth below:

(a) Closing Date. CDN$50,000 within six (3) business days following the closing date.

(b) February 4, 2013.

(i) CDN$100,000 on or before February 4, 2013; and
(ii) 200,000 common shares of Company on or before February 4, 2013.

3. Mineral Properties - continued

(c) April 4, 2013.

(i) CDN$150,000 on or before April 4, 2013; and
(ii) 200,000 common shares of Company on or before April 4, 2013.

(d) October 4, 2013.

(i) CDN$300,000 on or before October 4, 2013; and
(ii) 250,000 common shares of Company on or before October 4, 2013.

(e) April 4, 2014.

(i) CDN$300,000 on or before April 4, 2014; and
(ii) 250,000 common shares of Company on or before April 4, 2014.

(f) October 4, 2014.

(i) CDN$300,000 on or before October 4, 2014; and
(ii) 250,000 common shares of Company on or before October 4, 2014.

(g) April 4, 2015.

(i) CDN$300,000 on or before April 4, 2015; and
(ii) 550,000 common shares of Company on or before April 4, 2015.

(h) Reserve. Upon completion of a NI 43-101 compliant mineral resource estimate and pre-feasibility study, with an indicated reserve (by which the parties meant “indicated mineral resource”) of 1,000,000 Troy Ounces of Gold (Aurum Metal) on the McClay Conveyed Property, Company shall pay CDN$1,000,000 to McClay.

(i) Production.

(i) Upon production of 1,000,000 Troy Ounces of Gold (Aurum Metal) from the McClay Conveyed Property, Company shall pay CDN$1,000,000 to McClay.

(ii) Upon production of 3,000,000 Troy Ounces of Gold (Aurum Metal) from the McClay Conveyed Property, Company shall pay CDN$2,000,000 to McClay.

3. Mineral Properties - continued

(iii) Upon production of 5,000,000 Troy Ounces of Gold (Aurum Metal) from the McClay Conveyed Property, Company shall pay CDN$2,000,000 to McClay.

(j) Early Buyout Option. Company shall have the option of early buyout within one year of execution for a cash payment of CDN$750,000 and 750,000 common shares of Company.

In addition, upon the Commencement of Commercial Production (as defined in the McClay Agreement), the Company shall pay to McClay a royalty in an amount equal to three percent (3%) of all Net Smelter Returns (as defined in the McClay Agreement) on minerals mined from the McClay Conveyed Property (the “Seller NSR”) on the terms and conditions as set out in the McClay Agreement. Notwithstanding the foregoing, at any point in time following the closing date and upon the Company’s sole election, McClay shall sell to Company fifty percent (50%) of the Seller NSR for a purchase price of CDN$1,500,000.

During 2014, the Company recognized an impairment charge of $1,975,999 on the carrying value of the Kenty Property based on the substantial doubt of the Company’s ability to raise adequate financing to further develop and explore this property.

At present the Company is involved in three material litigation proceedings. These actions are ongoing in the Ontario Superior Court of Justice and all involve the ownership of the Kenty Property.

The first application is an application brought by Emerald Isle Resources on May 14, 2013 seeking a declaration that it is the legal owner of the Kenty Property. The application alleges: (i) that Brian A. McClay, the owner of the Kenty Property, had sold 100% of his interest therein to Emerald Isle in 1986, although Emerald Isle did not register its acquisition of the Kenty Property at that time; and (ii) that at the time he entered into an agreement to sell the Kenty Property to the Company, Mr. McClay had no interest in the Kenty Property to sell. The Company has responded to that application.

By separate application commenced March 13, 2014 the Company and its co- applicant, Mr. McClay commenced a separate proceeding in the Ontario Superior Court of Justice seeking a formal declaration that Mr. McClay is the sole owner of a 100% undivided interest in the Kenty Property subject only to a smelting agreement and a Mineral Property Acquisition Agreement in favor of the Company.

These matters remain to be resolved.

3. Mineral Properties - continued

In separate proceedings, on May 13, 2015, the Company filed a Statement of Claim against Mr. McClay seeking damages totaling $10,750,000 in the event that the Application of the Company and Mr. McClay is unsuccessful and on or about September 28, 2015, Mr. McClay filed a counterclaim against the Company alleging that the Company has failed to deliver the consideration for the purchase of the Kenty Property and therefore has no rights thereto, and seeking damages in the amount of $2,500,000 against the Company. The matter remains in abeyance pending the resolution of the two Applications.

b) *C1 Mortimer Property*

In January 2017, the Company entered into a Joint Venture Agreement whereby it has an Option to acquire a fifty per cent (50%) interest in a claim known as the C1- Mortimer property. In order to earn the fifty per cent interest the Company must:

1. Pay $10,000 CDN upon signing;
2. Pay 10 million shares of common stock of the Company to the prospectors pro rata upon signing, which was reduced to 9,850,000 shares of common stock, of which 8,840,000 were issued and the remaining are included in stock to be issued.
3. Spend five hundred thousand ($500,000) on mineral exploration on the property within 30 months of the signing anniversary.
4. Grant Larry Salo first right of refusal on all exploration work.
5. Pay the prospector owners, pro rata, CDN$750,000, within 30 months of the signing anniversary.

The current owner prospectors will retain a six   per cent (3%) Net Smelter Royalty on the property.

On June 2, 2017, the payment of CDN$10,000 was changed to a payment of CDN$5,000 on June 5, 2017, plus CDN$5,000paidon July 7, 2017. Total consideration of shares and these payments translated into USD amounted to $941,460. The Company recognized an impairment charge of $941,460 on the carrying value based on the substantial doubt of the Company’s ability to raise adequate financing to further develop and explore this property.

3. Mineral Properties - continued

On October 8, 2019 the Joint Venture agreement expired and was replaced with a new Joint Venture Option Agreement signed November 19, 2019 with the following terms:

1. Pay the prospector owners $75,000 CDN annually for 10 years beginning January 1, 2021 and ending January 1, 2030.

2. The Company must spend six hundred thousand dollars ($300,000.00) CDN in mineral exploration on the property by January 1, 2025.

3. Upon signing, the Company will issue two million, four hundred thousand (2,400,000) JSHG common shares to the prospector owners as compensation for the changes to the original Joint Venture Option agreement.

4. The Company must keep each and all claims within the group that comprises the Property in good standing. If the Company forfeits one, any or all of the claims that comprise the Property, then the Company is obligated to inform the prospector owners of its impending forfeiture of any or all claims at least four months previous to the leased claims coming open for staking,

5. Prospector and driller Larry Salo will be granted first right of refusal on all exploration work,

6. The Company must maintain proper insurance on the Property at all times either by itself as a policy holder or through policies held by the Company's contractors such that the prospector owners have no legal liability at any time on the Property.

In 2019, the Company recognized an additional impairment charge of $359,760 on the carrying value of the C1 Mortimer Property based on the substantial doubt of the Company’s ability to raise adequate financing. In August 2023 to the period end the company terminated the agreement without penalty or additional payments.

d) King Solomon Mines Property

a. Location and Access

The property is located in the northwestern portion of Davis Township, Sudbury Mining Division approximately 40km east-northeast of the city of Sudbury, Ontario. The property is accessed by an unmarked road which bisects the property. This road is reached by heading east on Hwy17 from Sudbury then heading north on Hwy 535 from the town of Markstay-Warren and continuing north on the road which passes by the west side of Washagami Lake.

3. Mineral Properties - continued

b. Description and Claim Conditions

The Company owns a one hundred percent interest in these four contiguous staked boundary mining claims (approx.. 180 acres). This claims group requires annual exploration expenditures of $800 CAD per year ($200.00 per claim), accompanied by an industry standard report detailing the work completed, due on their July 31st anniversary date.

Currently, MNDM Assessment Assignment to each of these Tenure IDs is as follows:

322868 (Cell ID 41I10I336): $48,000.00
320702 (Cell ID 41I10I337): $50,000.00
208133 (Cell ID 41I10I317): $50,000.00
100056 (Cell ID 41I10I316): $50,000.00

a. History

There is no history of previous exploration work on the property readily available.

b. Present
i. Property Condition

ii. Work done during the year - None

iii. Details of Equipment

There currently is no equipment on site.

c. Rock formations and mineralization

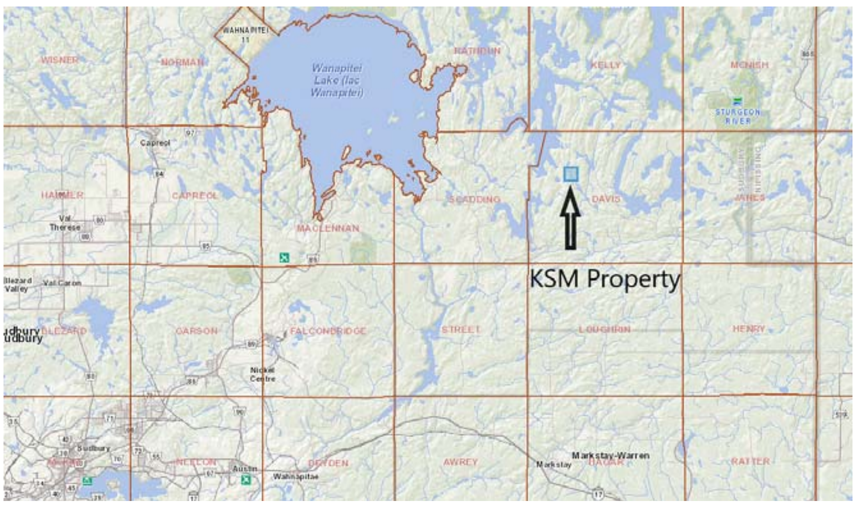
d) King Solomon Mines Property (continued)

Davis Township is primarily underlain by Huronian sediments of the Cobalt Group which have been intruded by broad Nipissing gabbro sills and dike (Thomson and Card, 1963). Terrain in this region is fairly rugged, characterized by prominent NWest trending ridges reaching elevations of up to 200 feet above lake level. These ridges are generally parallel to the gabbro unit which hosts gold-bearing veins in a series of parallel and sub-parallel fractures (McLeod, 1988). The KSM property features a prominent NWest striking Nipissing gabbro sill with a width

3. Mineral Properties - continued

of up to 3500 feet. This gabbro sill was the focus of this investigation, as it harbours numerous sequences of quartz-carbonate filled fractures which also trend NWest. Some of these quartz veins are found to contain pyrite, chalcopyrite and gold which may occur in native form (McLeod, 1988).

d. Map



e) Halcrow Gold, McCool, Seymour Lake Property

On April 14, 2020, the Company purchased a 100% interest in thirty-five claims, known as the Halcrow Gold Property, McCool Property and Seymour Lake Extension Property Northern Ontario. The Company paid one million JSHG common shares at $0.145 per share for the mineral property and a two per cent (2%) Net Smelter Royalty ('NSR') of which the Company has the option to repurchase 75% of the NSR for one million Canadian dollars ($1,000,000) for each of the three properties at any time.

In 2020, the Company recognized an impairment charge of $145,000 on the carrying value of the Halcrow Gold Property, McCool Property and Seymour Lake Extension Property based on the substantial doubt of the Company's ability to raise adequate financing.

3. Mineral Properties - continued

f) Haycock, Godfrey, Roma Lake Property

On August 20, 2020, the Company purchased a 100% interest in twenty claims, known as the Haycock Gold Property, Godfrey and Roma Lake Property in Northern Ontario. The Company paid two million three hundred thousand JSHG common shares at $0.06 per share for the mineral property and a three per cent (3%) Net Smelter Royalty ('NSR') of which the Company has the option to repurchase 75% of the NSR for one million Canadian dollars ($1,000,000) for each of the three properties at any time. As at December 31, 2022, the shares are reflected in Shares to be issued.

In 2020, the Company recognized an impairment charge of $138,000 on the carrying value of the Haycock Gold Property, Godfrey and Roma Lake Property based on the substantial doubt of the Company's ability to raise adequate financing.

g) Hiltz Property

On November 19, 2020, the Company purchased a 100% interest in eight claims, known as the Hiltz in the Asquith Township in Northern Ontario. The Company paid three hundred thousand JSHG common shares at $0.07 per share for the mineral property and a two per cent (2%) Net Smelter Royalty ('NSR') of which the Company has the option to repurchase 75% of the NSR for one million five hundred thousand Canadian dollars ($1,500,000) at any time.

In 2020, the Company recognized an impairment charge of $21,000 on the carrying value of the Hiltz Property based on the substantial doubt of the Company's ability to raise adequate financing.

h) Jo-Anne Property

On November 13, 2020, the Company purchased a 100% interest in two claims, known as the Jo-Anne Property, in Benoit Township in Northern Ontario. The Company paid two million four hundred thousand JSHG common shares at $0.07 per share for the mineral property and a two per cent (2%) Net Smelter Royalty ('NSR') of which the Company has the option to repurchase 50% of the NSR for two million Canadian dollars ($2,000,000) at any time.

In 2020, the Company recognized an impairment charge of $168,000 on the carrying value of the Jo-Anne Property based on the substantial doubt of the Company's ability to raise adequate financing.

3. Mineral Properties - continued

i) Niobe Property

On May 15, 2021, the Company entered into a mineral property acquisition agreement, pursuant to which the Company acquired 100% interest in fifteen claims, known as the Borden North Property in Collins\Chewett Townships located in Northern Ontario.

In the year ended December 31, 2022, the Company recognized an impairment charge of $120,000 on the carrying value of the Niobe Property based on the substantial doubt of the Company's ability to raise adequate financing. These leases expired during the year and were not renewed.

j) Benoit West Property

On November 13, 2020, the Company purchased a 100% interest in two claims, known as the Jo-Anne Property, in Benoit Township in Northern Ontario. The Company paid two million four hundred thousand JSHG common shares at $0.07 per

share for the mineral property and a two per cent (2%) Net Smelter Royalty ('NSR') of which the Company has the option to repurchase 50% of the NSR for two million Canadian dollars ($2,000,000) at any time.

In 2020, the Company recognized an impairment charge of $168,000 on the carrying value of the Jo-Anne Property based on the substantial doubt of the Company's ability to raise adequate financing.

k) Kenora Property

On July 21, 2022, the Company purchased a 100% interest in three claims, known as the Kenora Property, in Haycock Township in Northern Ontario. The Company paid two million four hundred thousand shares of common shares of the company at $0.0135 per share for the mineral property for a total value of $32,400.

In 2022, the Company recognized an impairment charge of $32,400 on the carrying value of the Kenora Property based on the substantial doubt of the Company's ability to raise adequate financing.

3. Mineral Properties - continued

l) Champion Property

On June 1, 2022 the Company acquired the Champion Mine (UTM, NAD 83, Easterly 404799.37, Northerly 5513456.90) in the Kenora region of North West Ontario in Haycock Township. The Company acquired the gold and silver mine from the Ministry of Northern Mines and Development at no cost, as it owns contiguous mineral claims to the mine and the patent owner defaulted on the taxes, placing the mine under 100% Joshua Gold Resources Inc. ownership. The Champion Mine was discovered in 1898.

m) Lithium One Property

On November 30, 2022 the Company acquired a 50% stake in a series of 40 contiguous mining claims comprising approximately 1,600 acres of potential mineral resources. The company has named the property Lithium One. The Company acquired the property in the Gogama region. On February 22, 2023, the Company completed the acquisition of 100% of the 40 claims in the property known as the Lithium One property by purchasing the remaining 50% interest for $CDN2,000 cash.

n) Lithium Two Property

On November 30, 2022 the Company acquired a 100% stake in a series of 30 contiguous mining claims for $CDN1,500 cash. The company has named the property Lithium Two. The property is located in the Middleboro Townships, Porcupine Mining District. No Net Smelter Royalty (NSR) was retained by the Vendor.

o) Vulcan Property

On April 5, 2023 the Company acquired a 100% stake in a series of 15 contiguous mining claims in the Chewett Township for one million five hundred thousand common shares of the Company and granted the Vendor a two percent (2.0%) Net Smelter Royalty (NSR) on the property subject to an Option of the Purchaser to purchase 50% of the NSR from the Vendor at any time for $CDN2,000,000 at any time.

p) Prometheus Two Property

On April 5, 2023 the Company acquired a 100% stake in a series of 10 contiguous mining claims in the Chewett and Collins townships for one million five hundred thousand common shares of the Company. The property was acquired without any Net Smelter Royalty to the Vendor.

4. Advances From Stockholders

The Company has advances from related stockholders and various individuals and corporations who are not related parties.

	December 31, 2023	December 31 , 2022
Due to Alan Ward – former CEO	$ 74,861	$ 74,861
During the year ended December 31, 2016, Alan Ward, the former CEO of the Company transferred personal shareholdings to a vendor of the Company and assumed the debt previously owed to the vendor. The amount is non-interest bearing, unsecured and has no specified terms of repayment.		
Due to Penny Currah, stockholder and consultant to the Company. The amount is non-interest bearing, unsecured and has no specified terms of repayment.	1,118	1,098
Due to David Mason – former Director and Consultant	180,429	143,703
On February 18, 2013, the Company entered into a short term loan agreement with David Mason, at the time a director of the Company, in the amount of CDN$25,000, with 7,500 common stock. The loan was formerly interest bearing at 1% compounded monthly, with an original maturity of April 18, 2013 and if unpaid thereafter bearing interest at 22.5%. As the maturity has passed, the amount plus accrued interest is now due on demand. Interest expense on the loan was CDN$46,513 ($35,060) in 2023 andCDN$34,271 ($25,093) in 2022 which is included in the amount of the loan.		
Due to 1815681 Ontario Inc., a company under the control of Benedetto Fuschino, President and CEO of the Company. During 2022 the amount of the advances totalled US $14,759, these amounts are non-interest bearing, unsecured and have no terms of repayment.	14,844	14,759
Due to Friggi N. A. Inc., a company under the control of Benedetto Fuschino, President and CEO of the Company. During 2023 the amount of the advances totalled US $27,500, these amounts are non-interest bearing, unsecured and have no terms of repayment.	518,061	489,967
Due to Dino Micacchi, Secretary-Treasurer and CFO of the Company. During 2022 the amount of the advances totalled $1,831, and $4,504 in 2023. These amounts were non-interest bearing, unsecured and had no terms of repayment.	6,335	1,831
Due to 1873942 Ontario Inc., a company under the control of Dino Micacchi Secretary-Treasurer and CFO of the Company. These amounts are non-interest bearing, unsecured and had no terms of repayment.	4,850	4,850
Advances from Shareholders	**$800,498**	**$731,070**

5. Accrued Liabilities

In March 2023 the company settled several outstanding liabilities for less than their face value. This resulted in a recovery of expenses as reflected in the Statement Loss for the year ended December 31, 2023.

6. Capital Stock

a) Common Stock

For the year ended December 31, 2023, the Company issued 200,000 shares of common stock to a contractor for fieldwork on behalf of the Company for services rendered.

For the year ended December 31, 2023, the Company issued 1,500,000 shares of common stock to a third for marketing services rendered. These transactions have been recorded as stock-based compensation having a fair value of $28,500 within general and administration expenses.

For the year ended December 31, 2023, the Company issued 6,250,000 shares of common stock for the acquisition of mineral property at a transaction price of $0.018 per share for a total of $112,500.

For the year ended December 31, 2023, the Company adjusted the share registry for 133,327 common issued in error to a third party. The third party could not be located after several attempts and the Company determined it was in its best interest not to pursue the matter any further due to the current value of the share price. This adjustment was recorded as an expense amounting to $2,400 recorded in general and administrative expenses.

For the year ended December 31, 2023, 3,600,000 shares (December 31, 2022, 500,000) were issued to directors and officers of the Company for services rendered. These transactions have been recorded as stock-based compensation having a fair value of $122,000 (December 31, 2022 - $131,500) within consulting fees and in common shares issued.

For the year ended December 31, 2023, the Company issued14,076,534 shares of common stock to directors for services previously recorded in shares to be issued.

6. Capital Stock - continued

Stock To Be Issued

For the year ended December 31, 2023, 8,600,000 shares (December 31, 2022, 8,500,000) became issuable to directors and officers of the Company for services rendered. These transactions have been recorded as stock-based compensation having a fair value of $122,000 (December 31, 2022 - $131,500) within shares to be issued.

As of December 31, 2023, the Company has yet to issue 3,995,043 shares of common stock. Of these, 2,000,000 shares of common stock are issuable to directors for services.

b) **Preferred Stock**

The Company has authorized Class A preferred stock available to be issued for $1.00 per share, are non-participating and non-voting and accrue cumulative dividends at the rate of 10% per annum. The Company may retract the stock at any time upon the payment of $1.00 per share plus any unpaid dividends. In the event of any wind-up of the Company, the Class A preferred stock has a priority distribution of $1.00 per share plus any unpaid dividends before any distribution to the common stockholders.

c) **Dividends**

As at December 31, 2023, the Company was in arrears in dividends on preferred shares. The balance of dividends payable of $639,479 (December 31, 2022 - $559,191) includes dividends of $321,416 (December 31, 2022 - $303,138) and accrued interest of $311,972, (December 31, 2022 - $256,053), accrued at 10.0% interest compounded annually.

d) **Warrants**

As at December 31, 2023 the company had 1,950,000 warrants outstanding due to expire December 13, 2024 resulting from the debt settlement in 2022. The warrants were valued at $0.004 each for a total of $7,860 based on the following assumptions:

1.	Exercise price of each warrant	$0.20
2.	Expected life in years	3
3.	Annualized Volatility	100%
4.	Annual rate of quarterly dividends	0%
5.	Discount rate - Bond Equivalent yield	0.95%

6. Capital Stock - continued

e) Stock-Based Compensation

The Company incurred stock-based compensation expense in connection with its compensation policies for its directors and officers. Under these policies, common stock may be issued as a signing bonus or at certain benchmark dates within an individual's period of service. Stock-based compensation is calculated as the fair value of the stock issued or to be issued to an individual at the time the employment contract was signed and is recorded as an accrual at the time becomes owing to the individual. Stock issued to a director, manager, or employee may be deferred in the event that their contract requires the individual to remain employed with the Company for a specified time period after issuance.

For the year ended December 31, 2023, 8,600,000 shares (December 31, 2022, 8,500,000) became issuable in connection with stock-based compensation arrangements.

These shares values ranged between $0.0096 and $0.018 per share and resulted in compensation expense of $122,000. These fees were recorded as a component of consulting fees in the amount of $111,200 and director fees of $10,800 on the unaudited condensed statements of operations and comprehensive loss.

7. Related Party Transactions and Balances

The following transactions with related parties were in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the parties.

Refer to Note 6(a) for the disclosure of stock-based compensation to the CEO, CFO and a Director of the Company.

Refer to Note 4 related to advances from stockholders and debt settlements with related parties.

8. Financial Instruments

Fair Values

The Company's financial instruments consist of cash, accounts receivable, notes receivable, accounts payable and accrued liabilities, dividends payable, advances from stockholders, and amounts due on mineral rights acquisition. The fair values of these financial instruments approximate their carrying values due to the short-term maturity of these instruments. The Company's only financial instruments carried at fair value on the unaudited condensed balance sheet is cash, which is classified at Level 1 and is measured using quoted market prices. Furthermore, there were no transfers of financial instruments between Levels 1, 2, and 3 during the year ended December 31, 2023 and the year ended December 31, 2022.

Foreign Currency Risk

Foreign currency risk is the risk that changes in the rates of exchange on foreign currencies will impact the financial position or cash flows of the Company. The Company's functional currency is the Canadian dollar; thus the Company is exposed to foreign currency risks in relation to certain payables that are to be settled in US funds. Management monitors its foreign currency exposure regularly to minimize the risk of an adverse impact on its cash flows.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss in the event that certain counterparties are unable to fulfill its obligations to the Company. The Company limits its exposure to credit loss on its cash by placing its cash with high credit quality financial institutions. The Company does not have any cash in excess of federally insured limits. Sales taxes receivable are due from the Canadian government and notes receivable are due from stockholders with whom the Company also has advances payable.

Liquidity Risk

Liquidity risk is the risk that the Company's cash flows from operations will not be sufficient for the Company to continue operating and discharge its liabilities. The Company is exposed to liquidity risk as its continued operation is dependent upon its ability to obtain financing, either in the form of debt or equity, or achieving profitable operations in order to satisfy its liabilities as they come due. See note 1.

Market Risk

Market risk is the risk that fluctuations in the market prices of minerals will impact the Company's future cash flows. The Company is exposed to market risk on the price of gold, which will determine its ability to build and achieve profitable operations, the amount of exploration and development work that the Company will be able to perform, and the number of financing opportunities that will be available.

8. Financial Instruments - continued

Management believes that it would be premature at this point to enter into any hedging or forward contracts to mitigate its exposure to specific market price risks.

9. Subsequent Events

There have been no material events subsequent to the year ended December 31, 2023.

10) Issuer Certification

Principal Executive Officer:

I, Benedetto Fuschino certify that:

1. I have reviewed this Annual Disclosure Statement for Joshua Gold Resources Inc.;

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

<u>March 27, 2024</u>

<u>/s/ Benedetto Fuschino</u>
Benedetto Fuschino, Chief Executive Officer

Principal Financial Officer:

I, Dino Micacchi certify that:

1. I have reviewed this Annual Disclosure Statement for Joshua Gold Resources Inc.;

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

<u>March 27, 2024</u>

<u>/s/ Dino Micacchi</u>
Dino Micacchi, Chief Financial Officer