

# JACKSON L. MORRIS

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## Attorney at Law

Admitted in Florida and Georgia

April 23, 2024

OTC Markets Group, Inc.  
2nd Floor  
304 Hudson Street  
New York, NY 10013

Re: Joshua Gold Recourses, Inc.  
Trading symbol: JSHG

Ladies and Gentlemen:

I have been engaged as special counsel to Joshua Gold Resources, Inc., a Nevada corporation with its executive office at 1033 Pattullo Avenue, Unit 20, Woodstock, Ontario Canada N4V 1C8 ("Issuer") to provide this letter with respect to the information ("Information") publicly disclosed by the Issuer and published through the OTC Disclosure and News Service, including all information published at <https://www.otcmarkets.com/stock/JSHG/profile> and related pages. The Issuer's common stock ("Securities") is quoted on Pink Open Market and is traded in the over-the-counter market. Please be advised that OTC Markets Group is entitled to rely on this letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933 ("Securities Act"). It should be noted that Rule 144(c)(2) does not define or provide a standard for public availability of information. In using this term, I refer to any information which is available to the public from any source, including information which requires payment of a fee to a public official. In particular, the Rule does not require publication of information on or through the OTC Disclosure & News Service.

The Information covered by this opinion includes and is limited to information under the Issuer's control on the "Company Profile" tab and the items of information indexed on the "Disclosure" tab, as follows:

<u>Information Item</u>	<u>Period End Date</u>	<u>Publish Date</u>
Annual Report - OTC Disclosure Statement and financial statements	December 31, 2023	March 28, 2024

This opinion does not express any opinion with respect to accounting or financial matters and is limited to inclusion of financial statements required by Rule 15c2-11.

I am a citizen and resident of the United States of America. I have assisted the Issuer with preparation of the Annual Report and expect to provide from time-to-time legal services to the Issuer in the areas of corporate, business transactions and securities law. I am licensed to practice law in Florida and Georgia. The subject matter of this letter covers the jurisdiction of the State of Nevada (the Issuer's state of incorporation) and the laws of the United States of America. I have not relied on the work of any other attorney in rendering the opinions set forth below. I am permitted to practice before the U.S. Securities and Exchange Commission and am not prohibited from such practice. I am not currently and have not been within the past five years (a) the subject of an investigation, hearing, or proceeding by the SEC, the U.S.

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Admitted in Florida and Georgia

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Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency or (b) suspended or barred from practicing in any state or jurisdiction or charged in a civil or criminal case.

I do not own and do not have agreement to acquire shares of the Issuer's common stock. I provide only disclosure review and this opinion to the Issuer.

For the purpose of this letter, I have reviewed, to the extent I deem relevant to the matters covered by this letter, and relied upon the following:

Documents publicly available -

- a. a true copy of the Articles of Incorporation the Issuer filed July 10, 2009 and all amendments thereto, being through October 18, 2016;
- b. the bylaws of the Issuer dated July 10, 2009, in the name of ABC Acquisition Corp. 1501 as amended June 17, 2010, in the name of Bio-Carbon Systems International Inc.
- c. information published by the Issuer through the OTC Disclosure & News Service on OTCMarkets at the Internet address of <http://www.otcmarkets.com/stock/JSHG/profile> and related pages, in particular, the documents listed on the "Disclosure" page in the active category;
- d. a list of all transfer agents registered as of June 2, 2011 with the U.S. Securities and Exchange Commission ("Commission") pursuant to Section 17A of the Securities Exchange Act of 1934, as amended, as provided by the staff of the Commission;

Documents not publicly available -

- a. A Transfer Agent and Registrar Agreement dated June 28, 2019 pursuant to which the Issuer engaged the VStock Transfer. LLC as the Issuer's transfer agent ("Transfer Agent");
- b. A statement provided by the Transfer Agent effective December 31, ["12/31/2024"] 2023 stating the number of issued and outstanding shares of common stock at that date ("TA Advice").

I have also reviewed and relied upon such other documents and certificates of the Issuer and of public officials as I have deemed necessary and relevant to the subject matter this letter and. I have assumed the due and proper election or appointment of all persons signing and purporting to sign the documents in their respective capacities, as stated therein, the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as certified, true, conformed and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents. As to matters of fact, I have relied on information obtained from public officials, officers of the Issuer and other sources, which I believe to be reliable.

I have also reviewed and am familiar with Rule 144 under the Securities Act and Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"). It should be noted that the only information required by Rule 144(c)(2) that is required to be publicly available is limited to the information identified in paragraphs (a)(5)(i) to (xiv) and (a)(5)(xvi) of Rule 15c2-11. The required information is less extensive than the information identified in Pink Basic Disclosure Guidelines v5.0 December 18, 2023.

The Information (i) constitutes “adequate current public information” concerning the Securities and the Issuer and “is available” within my understanding of the meaning of Rule 144(c)(2) under the Securities Act, (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11, (iii) complies as to form with Pink Basic Disclosure Guidelines v5.0 December 18, 2023, and (iv) has been published through the OTC Disclosure & News Service.

I have been advised by the Issuer that Dino Micacchi, the Issuer's Chief Financial Officer, is responsible for the preparation of the financial statements contained in the Information. Mr. Micacchi is a certified public accountant licensed in Canada. The Issuer's financial statements are not audited.

The Transfer Agent's address is 18 Lafayette Place, Woodmere, NY 11598. According to information obtained from the Commission, the Transfer Agent was registered with the Commission pursuant to Section 17A of the Exchange Act as of June 2, 2011 and I have no reason to believe such registration has been terminated. The TA Advice states that the number of issued and outstanding shares of common stock at the close of business on December 31, 2023 was 205,166,233 shares.

I have (i) personally met with a majority of the directors one of two executive officers of the Issuer, as named in the table following this paragraph, (ii) reviewed the Information published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the Information with the named persons.

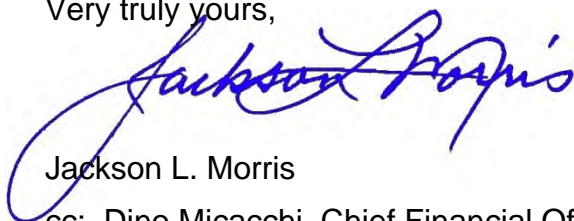
Name	Position
Peter D'Jay	Director
Dino Micacchi	Chief Financial Officer, Director

To the best of my knowledge, after inquiry of management of the Issuer, neither of the Issuer, any five percent holder of the Issuer's securities is, nor am I, currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

The Issuer has previously been a “shell company” as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Securities Exchange Act of 1934. At the date of this opinion, the Issuer is not a “shell company”.

No person other than OTC Markets Group is entitled to rely on this letter. Notwithstanding this limitation of reliance, I hereby grant OTC Markets Group full and complete permission and right to publish this letter through the OTC Disclosure & News Service for viewing by the public and regulatory agencies; provided, that such permission to publish and the publication hereof shall not be deemed a waiver of the limitations of reliance set forth in this paragraph.

Very truly yours,



Jackson L. Morris

cc: Dino Micacchi, Chief Financial Officer  
Joshua Gold Resources, Inc.  
By email to [dino@joshuagoldresources.com](mailto:dino@joshuagoldresources.com)