Bio-Carbon Systems International Inc.
Form 10-Q
May 16, 2011

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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended **March 31, 2011**

OR

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number **000-53809**

BIO-CARBON SYSTEMS INTERNATIONAL INC.

(to be renamed Joshua Gold Resources)
(Exact name of registrant as specified in its charter)

Nevada	**27-0531073**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

72 Birch Street East, Chapleau, Ontaio, Canada P0M 1K0

(Registrant's telephone number, including area code)
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [x] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting Company. See the definitions of "large accelerated filed," "accelerated filer" and "smaller reporting Company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting Company)	**Smaller reporting Company [X]**

Indicate by check mark whether the registrant is a shell Company (as defined in Rule 12b-2 of the Exchange Act. Yes [ ] **No [X]**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: **As of May 16, 2011, the issuer had 266,190,416 shares of common stock outstanding.**

Bio – Carbon Systems International Inc.

FORM 10-Q

Mach 31, 2011

INDEX

PART I-- FINANCIAL INFORMATION

Item 1.	Financial Statements	F 1 -6
Item 2.	Forward Looking Statements	1 – 2
Item 3.	Management's Discussion and Analysis or Plan of Operation	1 - 4
Item 4.	Quantitative and Qualitative Disclosures About Market Risk	5
Item 5.	Changes in and Disagreements with Accountants and Disagreements on Accounting and Financial Disclosure	5
Item 6.	Control and Procedures	5 -6

PART 2—DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNENCE

Item 1.	Directors, Executive Officers and Corporate Governance	7

PART II-- OTHER INFORMATION

Item 1.	Defaults Upon Senior Securities	8
Item 2.	(Removed and Reserved)	8
Item 3.	Other Information	8

Item 4. Exhibits 8

SIGNATURES
9

PART I

Item 1. Financial Statements

BIO-CARBON SYSTEMS INTERNATIONAL INC.

(A Development Stage Corporation)

BALANCE SHEETS

(Expressed in Canadian dollars)

	March 31, 2011 (Unaudited)	December 31, 2011 (Audited)
ASSETS		
Current		
Cash	$ 9,213	$ 24,786
Accounts receivable	14,124	999
Accounts receivable from discontinued operations	-	10,942
Prepaid expenses	-	12,997
Notes receivable	15,000	14,997
	38,337	64,721
Mineral property interests	200,000	199,960
	$ 238,337	$ 264,681

LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	$ 43,594	$ 17,580
Liabilities from discontinued operations current portion	-	83,756
Balance of purchase price payable current portion	35,000	34,993
Loans and advances from shareholders	123,774	39,711
	202,368	176,040
Long-Term		
Purchase price payable on mineral rights	65,000	64,987
Liabilities from discontinued operations	-	26,245
	65,000	91,232
Total Liabilities	2 67,368	267,272
Capital stock		
Authorized 400,000,000 with a par value of $0.001 per share;		
Issued and outstanding- 266,190,416; (December 31, 2010	26,519	26,519
266,190,416)		
Preferred shares	24	24
Shares to be issued	-	98,450
Additional paid in capital	444,957	340,196
Accumulated and other comprehensive income	1,822	1,919
Deficit accumulated during the development stage	(502,353)	(469,699)
	(29,031)	(2,591)
	$ 238,337	$ 264,681

The accompanying notes are an integral part of these financial statements

Bio Carbon Systems International Inc.

STATEMENTS OF OPERATIONS AND DEFICIT and COMPREHENSIVE INCOME

(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
Statement of Operations and Deficit			
EXPENSES			
Exploration expenditures	$ 13,000	$ -	$ 13,000
General and administration	7,361	-	10,950
Legal and audit	8,300	-	32,924
Transfer agents fees	3,993	-	3,993
Loss from continuing operations	(32,654)	-	(60,867)
Loss from discontinued operations	-	-	(441,486)
Net Loss for the period	(32,654)	-	(502,353)
Foreign currency translation adjustment	(97)	-	1,822
Comprehensive Income	(32,933)	$ -	$ (505,531)
Net loss per share basic and fully diluted	$ (0.001)	$ (0.000)	

Weighted average number of shares outstanding basic and fully diluted	266,190,416	266,190,416

The accompanying notes are an integral part of financial statements

F-2

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

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Bio-Carbon Systems International 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.

Bio-Carbon Systems International 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.

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 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.

CASH FLOWS FROM FINANCINGACTIVITIES

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 16, 2011.

Contractual Obligations and Contingencies

	Payments due by period				More than 5 years
Contractual obligations	**Total**	**Less than 1 year**	**1-3 years**	**3-5 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

CASH FLOWS FROM FINANCINGACTIVITIES

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.

Evaluation of Disclosure Controls and Procedures

An evaluation was carried out by our President and Chief Financial Officer of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based upon that evaluation, the President and Chief Financial Officer concluded that, as of the end of the period covered in this report, the disclosure controls and procedures were not effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure.

Management does not expect that its disclosure controls and procedures or its internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. To address the material weaknesses, management performed additional analysis and other post-closing procedures in an effort to ensure its financial statements included in this annual report have been prepared in accordance with generally accepted accounting principles. Accordingly, management believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

CASH FLOWS FROM FINANCINGACTIVITIES 34

PART II

ITEM 1. Directors, Executive Officers and Corporate Governance

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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 Principal 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 Principal Accounting 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 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.

Dated: May 16, 2011 Bio-Carbon Systems International Inc.

By: /s/ Ryan Bignucolo

Ryan Bignucolo

President

Pursuant to the requirements of the Securities Exchange Act of 1934, this Quarterly Report on Form 10-Q has been signed below by the following persons on behalf of the registrant and in the capacities and on this date.

Dated: May 16, 2011 By: /s/ Ryan Bignucolo

Ryan Bignucolo

Director

Dated: May 16, 2011 By: /s/ Ben Ward

Ben Ward

Director

Dated: May 16, 2011 By: /s/ Ben Fuschino

Ben Fuschino

Director