

**ROMIOS GOLD RESOURCES INC.**

**QUARTERLY REPORT**

**For the three months ended  
September 30, 2008**

**ROMIOS GOLD RESOURCES INC.**

**CONSOLIDATED BALANCE SHEETS  
(Unaudited)**

<b>AS AT</b>	<b>September 30 <u>2008</u></b>	<b>June 30 <u>2008</u></b>
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents (see notes)	\$ 279,345	\$ 261,505
Receivables	499,797	323,865
Cash and cash equivalents for future exploration (see notes)	1,040,305	4,771,747
Prepaid expenses	130,969	131,521
	1,950,416	5,488,638
<b>Interest in mineral properties</b>		
Acquisition costs	2,060,961	2,036,318
Deferred exploration expenditures	9,384,358	5,560,567
	11,445,319	7,596,885
	\$ 13,395,735	\$ 13,085,523
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 571,270	\$ 261,797
<b>Future income tax</b>	1,880,777	1,910,777
	2,452,047	2,172,574
<i>Contingencies and commitments - see notes</i>		
<b>SHAREHOLDERS' EQUITY</b>		
<b>Capital stock</b>	13,810,009	13,792,709
<b>Contributed surplus</b>	1,880,227	1,824,227
<b>Deficit</b>	(4,746,548)	(4,703,987)
	10,943,688	10,912,949
	\$ 13,395,735	\$ 13,085,523

*The accompanying notes are an integral part of the financial statements*

## ROMIOS GOLD RESOURCES INC.

### CONSOLIDATED STATEMENTS OF LOSS, COMPREHENSIVE LOSS AND DEFICIT (Unaudited) FOR THE THREE MONTHS ENDED SEPTEMBER 30

	<i>September 30</i> <u>2008</u>	<i>September 30</i> <u>2007</u>
<b><i>Operating expenses</i></b>		
Stock-compensation expense	\$ 56,000	\$ 166,750
Management salaries and fees	37,500	37,500
Office and general	55,045	58,349
Professional fees	33,292	55,065
Depreciation	-	2,238
	181,837	319,902
<b><i>Other item</i></b>		
Interest income	24,567	20,667
<b><i>Net loss for the period before income tax</i></b>	(157,270)	(299,235)
<b><i>Future income tax recovery</i></b>	30,000	45,000
<b><i>Net loss and comprehensive loss for the period</i></b>	(127,270)	(254,235)
<b><i>Deficit, beginning of period</i></b>	(4,619,278)	(2,970,397)
<b><i>Deficit, end of period</i></b>	\$ (4,746,548)	\$ (3,224,632)
<b><i>Basic and diluted loss per share</i></b>	\$ (0.002)	\$ (0.005)
<b><i>Weighted average number of shares outstanding</i></b>	68,732,732	53,769,816

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**ROMIOS GOLD RESOURCES INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**  
**FOR THE THREE MONTHS ENDED SEPTEMBER 30**

	<i>September 30</i> <u>2008</u>	<i>September 30</i> <u>2007</u>
Cash was provided by (used in) the following activities:		
<b><i>Operating:</i></b>		
Loss for the period	\$ (127,270)	\$ (254,235)
Add: items not requiring an outlay of cash:		
Depreciation	-	2,238
Stock-compensation expense	56,000	166,750
Future income tax recovery	(30,000)	(45,000)
Net change in non-cash working capital items	<u>134,093</u>	<u>221,397</u>
	<u>32,823</u>	<u>91,150</u>
<b><i>Investing:</i></b>		
Investments in mineral properties	(7,343)	(2,426)
Deferred exploration expenditures	(3,739,082)	(1,811,372)
Cash and cash equivalents held for future exploration	<u>(1,040,305)</u>	<u>(38,548)</u>
	<u>(4,786,730)</u>	<u>(1,852,346)</u>
<b><i>Net change in cash and cash equivalents</i></b>	<b>(4,753,907)</b>	<b>(1,761,196)</b>
<b><i>Cash and cash equivalents, beginning of period</i></b>	<b><u>5,033,252</u></b>	<b><u>3,463,116</u></b>
<b><i>Cash and cash equivalents, end of period</i></b>	<b><u>\$ 279,345</u></b>	<b><u>\$ 1,701,920</u></b>
<b><i>Supplemental cash flow information</i></b>		
Non-cash investing and financing activities		
Common shares and warrants issued for property acquisition	<u>\$ 17,300</u>	<u>\$ 35,900</u>

*The accompanying notes are an integral part of the financial statements*

**ROMIOS GOLD RESOURCES INC.**  
**Notes to Consolidated Financial Statements**  
**September 30, 2008**

**Accounting Policies**

These interim, unaudited, consolidated financial statements follow the same accounting policies as the consolidated financial statements for the year ended June 30, 2008, and are prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP"). The disclosures contained in these interim statements do not include all requirements of GAAP for annual financial statements, and accordingly, these interim, unaudited, consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2008.

In the opinion of management, all adjustments considered for a fair presentation have been included. As the Company does not have any operations, the operating results reflected in the financial statements are largely a function of the level of exploration and project evaluation activity, which fluctuates from quarter to quarter.

**Cash and Cash Equivalents**

Cash and cash equivalents and cash and cash equivalents held for future exploration consists of cash and investments in Canadian Chartered Bank demand money market funds.

**Mineral properties**

	<b>British Columbia</b>	<b>Quebec</b>	<b>Ontario</b>	<b>Nevada, USA</b>	<b>Total</b>
Balance, June 30, 2008	\$1,856,376	\$ -	\$ 2	\$ 179,940	\$2,036,318
Additions	22,093	2,550			24,643
Balance, September 30, 2008	<u>\$1,878,469</u>	<u>\$ 2,550</u>	<u>\$ 2</u>	<u>\$ 179,940</u>	<u>\$2,060,961</u>

**Deferred Exploration**

	<b>British Columbia</b>	<b>Quebec</b>	<b>Ontario</b>	<b>Nevada, USA</b>	<b>Total</b>
Balance, June 30, 2008	\$4,858,352	\$ -	\$ -	\$ 786,924	\$5,645,276
Additions:					
Assessment filings	40,972				40,972
Assaying	134,863				134,863
Contract flying	895,871				895,871
Drilling	987,064				987,064
Field communications	51,089				51,089
Computer rentals	3,560				3,560
Geophysics	662,483				662,483
Contract labour	469,315			7,640	476,955
Subcontract labour	375,157				375,157
Camp costs	88,752				88,752
Other	16,591	5,725			22,316
	<u>3,725,717</u>	<u>5,725</u>		<u>7,640</u>	<u>3,739,082</u>
Balance, September 30, 2008	<u>\$8,584,069</u>	<u>\$ 5,725</u>	<u>\$ -</u>	<u>\$ 794,564</u>	<u>\$9,384,358</u>

## Share Capital

### ***Common shares outstanding as at September 30, 2008***

	<b><i>Number</i></b>	<b><i>Amount</i></b>
Balance, June 30, 2008	68,710,993	\$ 13,792,709
Issued for property acquisition	100,000	17,300
Balance, September 30, 2008	<u>68,810,993</u>	<u>\$ 13,810,009</u>

In this quarter the Company issued 100,000 common shares for an option payment on a mineral property.

### ***Warrants outstanding as at September 30, 2008***

	<b><i>Number</i></b>
Balance, June 30, 2008	10,621,963
Lapsed during the quarter	50,000
Balance, September 30, 2008	<u>10,571,963</u>

Subsequent to the quarter-end, warrants to purchase 5,333,329 shares expired unexercised.

### ***Options outstanding as at September 30, 2008***

	<b><i>Number</i></b>
Balance, June 30, 2008	6,865,500
Lapsed during the quarter	-
Balance, September 30, 2008	<u>6,865,500</u>

At September 30, 2008, of the total options outstanding, 5,990,500 were exercisable at a weighted-average exercise price of \$0.39.

Subsequent to the quarter-end, options to purchase 955,000 shares expired unexercised.

The number of common shares outstanding on September 30, 2008 was 68,810,993. Taking into account outstanding share purchase options and warrants, the fully diluted potential common shares outstanding is 86,248,456.

## **Financial Instruments, Comprehensive Income and Hedges**

CICA Handbook Sections 3855, "Financial Statements-Recognition and Measurement"; 1530, "Comprehensive Income", and 3865, "Hedges" were adopted effective July 1, 2007, on a prospective basis; accordingly, comparative amounts for prior years have not been restated.

### (i) Financial Instruments – Recognition and Measurement

Section 3855 prescribes when a financial instrument is to be recognized on the balance sheet and at what amount. It also specifies how financial instrument gains and losses are to be presented and requires that:

- (i) All financial assets to be measured at fair value on initial recognition and certain financial assets to be measured at fair value subsequent to initial recognition;
- (ii) All financial liabilities to be measured at fair value if they are classified as held for trading purposes. Other financial liabilities are measured at amortized cost using the effective interest method; and
- (iii) All derivative financial instruments to be measured at fair value on the balance sheet, even when they are part of an effective hedging relationship.

(ii) Comprehensive Income

Section 1530 introduces a new requirement to temporarily present certain gains and losses from changes in fair value outside net income. It includes unrealized gains and losses, such as: changes in currency translation adjustment relating to self-sustaining foreign operations; unrealized gains or losses on available-for-sale investments; and the effective portion of gains or losses on derivatives designated as cash flow hedges or hedges of the net investment in self-sustaining foreign operations.

(iii) Hedges

Section 3865 provides alternative treatments to Section 3855 for entities which choose to designate qualifying transactions as hedges for accounting purposes. It replaces and expands on Accounting Guideline 13 "*Hedging Relationships*" and the hedging guidance in Section 1650 "*Foreign Currency Translation*" by specifying how hedge accounting is applied and what disclosures are necessary when it is applied. The Company currently does not have any components of hedges in place and, therefore, this policy has had no impact on the financial statements.

(iv) Impact upon adoption of Sections 1530, 3855 and 3865

The Company has evaluated the impact of Sections 1530, 3855, and 3865 on its financial statements and determined that no adjustments are currently required.

The Company has made the following classifications:

- (i) Cash and cash equivalents and cash and cash equivalents held for future exploration are classified as a financial asset "held for trading" and is measured at fair value. Gains and losses resulting from periodic revaluation are recorded in net loss.
- (ii) GST receivable is classified as "loans and receivables" and is recorded at amortized cost, which upon their initial measurement is equal to their fair value. Subsequent measurements are recorded at amortized costs using the effective interest rate method.
- (iii) Accounts payable are classified as "other financial liabilities" and are initially measured at its fair value. Subsequent measurements are recorded at amortized cost using the effective interest rate method.

### **New Accounting Pronouncements**

CICA Handbook Section 1535 Capital Disclosures; 3862 Financial Instruments-Disclosures; and 3863 Financial Instruments-Presentation, are effective for interim and annual financial statements beginning on July 1, 2008. Section 1535 specifies the disclosure of (i) the entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance. Sections 3862 and 3863 replace Handbook Section 3861 Financial Instruments-Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and the extent of risks arising from financial instruments and how the entity manages those risks.

In 2006, the Canadian Accounting Standards Board published a new strategic plan that will significantly affect financial reporting requirements for Canadian public companies. The Standards Board plan outlines the convergence of Canadian Generally Accepted Accounting Principles ("GAAP") with International Financial Reporting Standards ("IFRS") over an expended five year transitional period. In February, 2008, the Board announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The

date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of July 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended June 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time. The Company's management will continue to monitor these developments.

### **Financial Instruments**

The carrying amounts for the Company's financial instruments approximate their fair values because of the short-term nature of these items.

- (i) Cash and cash equivalents and cash and cash equivalents held for future exploration are designated as financial assets held for trading and are recorded at market value. The interest on deposits is insignificant.
- (ii) G.S.T. receivable is designated as loans and receivables and is recorded at amortized cost.
- (iii) Accounts payable is designated as other financial liabilities and is recorded at amortized cost.

### **Risks**

The Company is exposed to various credit and market risks associated with its financial instruments.

- (i) Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.
- (ii) Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities.
- (iii) Market risk comprises currency risk, interest rate risk and other price risks.

The Company manages its risks as follows:

- (i) Cash and cash equivalents and cash and cash equivalents held for future exploration: The credit risk is limited to the amount of the balance sheet. All amounts are on deposit with a Canadian Chartered bank and are not considered to be at risk. The functional currency for the Company is the Canadian dollar. Cash held in non-Canadian funds is limited to funds for the corporate expenses incurred in the United States.
- (ii) G.S.T. receivable: These are taxes paid on goods and services purchased that are recoverable from the Canadian government and are not considered to be at credit risk.
- (iii) Accounts payable: The exposure to market risk relates to changes in the currency rates for that portion of the accounts payable that is in United States dollars.

### **Capital Disclosures**

The Company's current objectives when managing capital are:

- (i) to ensure the Company's financial capacity to safeguard its assets and advance its exploration activity.

During the prior fiscal year the Company raised gross proceeds of \$5,180,900 through the issue of flow-through shares to finance ongoing exploration activities. The sum is expected to be sufficient to cover the Company's proposed exploration activities to December 31, 2008.



Also during the prior fiscal year the Company raised gross proceeds of \$210,000 through the issue of common shares to finance operating expenses.

Liquidity risk is managed to the best of the Company's ability by raising capital when market conditions permit.

### **Commitments, Contingencies and Subsequent Events**

On November 18, 2008, the Company completed the sale of 2,258,891 Units (the "Units") priced at \$0.12 per Unit for gross proceeds of \$271,067 (the "Offering"). Each Unit comprised one (1) common share of the Corporation (a "Common Share") and one (1) Common Share purchase warrant of the Corporation (a "Warrant") exercisable at \$0.25 per Warrant for a period of one year (until November 18, 2009). The proceeds from the Offering will be used for working capital purposes.

The Company has entered into a drilling contract on its Quebec property for an anticipated minimum expense of \$200,000.

### **Notice of No Auditor Review**

As required to be stated under National Instrument 51-102, these interim, unaudited, consolidated financial statements have not been reviewed by the Company's independent auditors, Wasserman Ramsay, Chartered Accountants.