

**ROMIOS GOLD RESOURCES INC**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2007 AND 2006**

## AUDITORS' REPORT

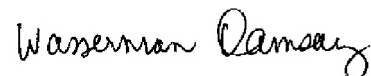
**To the Shareholders of  
Romios Gold Resources Inc.:**

We have audited the consolidated balance sheets of Romios Gold Resources Inc. as at June 30, 2007 and 2006 and the consolidated statements of operations, deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. These standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2007 and 2006 and the results of its operations and cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

Markham, Ontario  
October 15, 2007



Chartered Accountants  
Licensed Public Accountants

**ROMIOS GOLD RESOURCES INC**  
(Incorporated under the Laws of the Province of Ontario)

**CONSOLIDATED BALANCE SHEETS - JUNE 30, 2007 AND 2006**

**ASSETS**

	<u>2007</u>	<u>2006</u>
Current:		
Cash and cash equivalents (Note 3(b))	\$ 1,657,920	\$ 1,110,621
G.S.T Receivable	152,207	49,479
Cash and cash equivalents held for future exploration (Note 6)	1,805,196	-
Prepaid expenses	<u>243,055</u>	<u>163,161</u>
	<u>3,858,378</u>	<u>1,323,261</u>
Long term:		
Equipment (Note 4)	9,223	383
Interest in mineral properties (Note 5)	1,013,796	725,362
Deferred exploration expenditures	<u>3,314,612</u>	<u>1,642,684</u>
	<u>4,337,631</u>	<u>2,368,429</u>
	<u>\$ 8,196,009</u>	<u>\$ 3,691,690</u>

**LIABILITIES**

Current:		
Accounts payable and accrued liabilities (Note 9)	\$ <u>401,439</u>	\$ <u>311,995</u>
Future income tax (Note 10)	<u>555,941</u>	<u>-</u>

**SHAREHOLDERS' EQUITY**

Capital stock (Note 7)	9,048,299	4,893,676
Contributed surplus (Note 12)	1,160,727	341,142
Deficit	<u>(2,970,397)</u>	<u>(1,855,123)</u>
	<u>7,238,629</u>	<u>3,379,695</u>
	<u>\$ 8,196,009</u>	<u>\$ 3,691,690</u>

Approved on behalf of the Board:

"Tom Drivas"  
Anastasios (Tom) Drivas, Director

"William R. Johnstone"  
William R. Johnstone, Director

*See Nature of Operations (Note 1)*

*The accompanying notes form an integral part of these consolidated financial statements*

# ROMIOS GOLD RESOURCES INC

## CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED JUNE 30, 2007 AND 2006

	<u>2007</u>	<u>2006</u>
Operating expenses:		
Depreciation	\$ 9,070	\$ 284
Management fees (Note 9)	85,000	53,000
Office and general (Note 9)	433,346	133,103
Professional fees (Note 9)	263,348	105,443
Stock-compensation expense (Note 8)	<u>819,585</u>	<u>60,917</u>
	<u>1,610,349</u>	<u>352,747</u>
Net loss for the year before undernoted item	(1,610,349)	(352,747)
Write-down of interests in mineral properties	(20,100)	(167,337)
Interest income	<u>45,344</u>	<u>405</u>
Net loss for the year before income tax	(1,585,105)	(519,679)
Future income tax recovery	<u>(469,831)</u>	<u>(210,000)</u>
Net loss for the year	<u>\$ (1,115,274)</u>	<u>\$ (309,679)</u>
Basic and diluted loss per share	<u>\$ (0.03)</u>	<u>\$ (0.01)</u>
Weighted average number of shares outstanding -basic and diluted	<u>33,018,041</u>	<u>23,627,576</u>

## CONSOLIDATED STATEMENTS OF DEFICIT

FOR THE YEARS ENDED JUNE 30, 2007 AND 2006

	<u>2007</u>	<u>2006</u>
Deficit, beginning of year	\$ (1,855,123)	\$ (1,545,444)
Loss for the year	<u>(1,115,274)</u>	<u>(309,679)</u>
Deficit, end of year	<u>\$ (2,970,397)</u>	<u>\$ (1,855,123)</u>

*The accompanying notes form an integral part of these consolidated financial statements*

# ROMIOS GOLD RESOURCES INC

## CONSOLIDATED STATEMENTS OF CASH FLOWS

**FOR THE YEARS ENDED JUNE 30, 2007 AND 2006**

	<u>2007</u>	<u>2006</u>
Cash was provided by (used in) the following activities:		
<b>Operating:</b>		
Loss for the year	\$ (1,115,274)	\$ (309,679)
Add: items not requiring an outlay of cash:		
Depreciation	9,070	284
Stock-based compensation expense	819,585	60,917
Future income tax	(469,831)	(210,000)
Write-down of interests in mineral properties	20,100	167,337
Net change in non-cash working capital items <i>(Note 11)</i>	<u>(93,178)</u>	<u>(41,635)</u>
	<u>(829,528)</u>	<u>(332,776)</u>
<b>Financing:</b>		
Capital stock issued for cash - net of cash issue costs	<u>4,963,245</u>	<u>1,641,812</u>
<b>Investing:</b>		
Investments in mineral properties	(91,384)	(87,525)
Purchase of equipment	(17,910)	-
Deferred exploration expenditures	(1,671,928)	(673,932)
Cash and cash equivalents held for future exploration	<u>(1,805,196)</u>	<u>425,456</u>
	<u>(3,586,418)</u>	<u>(336,001)</u>
Net change in cash and cash equivalents	547,299	973,035
Cash and cash equivalents, beginning of the year	<u>1,110,621</u>	<u>137,586</u>
Cash and cash equivalents, end of the year	<u>\$ 1,657,920</u>	<u>\$ 1,110,621</u>

*The accompanying notes form an integral part of these consolidated financial statements*

**ROMIOS GOLD RESOURCES INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2007 AND 2006**

**1. Nature of Operations:**

Romios Gold Resources Inc ("Company") has interests in resource properties and is in the process of determining whether or not its properties contain resources that are economically recoverable.

The recoverability of expenditures on its resource properties and related deferred exploration expenditures is dependent upon the existence of resources that are economically recoverable, confirmation of the Company's ownership interests in the claims, the ability of the Company to obtain necessary financing to complete the exploration and the development of the properties, and upon future profitable production or proceeds from disposition thereof.

As at June 30, 2007 the Company has working capital of \$3,456,939 (2006 - \$1,011,266). As at June 30, 2007, the Company has no source of operating cash flows. The Company's ability to meet its obligations and continue as a going concern is dependent on the ability to identify and complete future financings. While the Company has been successful in raising financings to date, there can be no assurance that it will be able to do so in the future.

**2. Acquisition of Mclymont Mines Inc.:**

On March 1, 2005 the Company acquired, through an exchange of shares, a 100% interest in Mclymont Mines Inc. ("MMI") a company whose only significant asset is an interest in the Newmont Lake Property in British Columbia. The Company issued a total of 2 million common shares at a price of \$0.15 per share and 500,000 warrants to acquire all of the issued and outstanding shares of MMI consisting of 3,000,001 common shares. Each warrant entitles the holder to acquire one additional common share at a price of \$0.20 per share in the first year and \$0.25 per share in the second year from closing. Of the total share consideration of 2.0 million shares, 1,000,000 were issued immediately. The warrants issued in the transaction were valued at \$34,000. The balance of the shares are held in escrow and are to be released at the rate of one share for each \$2.325 of work incurred on the Newmont Lake Property after an initial expenditure on the property of \$1,000,000. Therefore \$3,325,000 must be expended on the property for all of the escrowed shares to be released.

In management's opinion there was no reasonable certainty that the Company would be able to raise additional funds to spend on this property and therefore management was of the opinion that initially, none of the contingent consideration should be recognized. During the current year the Company raised sufficient funds, earmarked for exploration of the Newmont Lake Property, that in management's opinion the nature of the contingency was resolved and the issuance of the 1.0 million shares has been recognized and the purchase equation has been adjusted as noted below.

The acquisition has been recorded using the purchase method of accounting.

The following represents the allocation of the consideration among the fair market value of the net assets acquired as originally recorded and as adjusted for inclusion of the common shares held in escrow:

	<u>Original allocation</u>	<u>Adjusted allocation</u>
Working capital deficit	\$ (14,556)	\$ (14,556)
Resource properties	<u>243,556</u>	<u>393,556</u>
Total consideration given	<u>\$ 229,000</u>	<u>\$ 379,000</u>

# ROMIOS GOLD RESOURCES INC

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### FOR THE YEARS ENDED JUNE 30, 2007 AND 2006

#### 3. Summary of significant accounting policies:

The consolidated financial statements of Romios Gold Resources Inc. [the "Company"] have been prepared by management in accordance with Canadian generally accepted accounting principles. The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the accounting policies summarized below:

a) Basis of presentation:

These consolidated financial statements, for the year ended June 30, 2007, include the accounts of the Company's wholly-owned subsidiary, McIymont Mines Inc. (see Note 2). All intercompany transactions and balances have been eliminated.

b) 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.

c) Mineral properties:

Mineral properties are stated at cost.

d) Deferred exploration expenditures:

Expenditures incurred in the acquisition and exploration of the Company's mineral properties have been deferred with the intention that the deferred expenditures and the cost of the mineral properties be amortized by charges against income from future mining operations. If the mineral properties are allowed to lapse or the properties are abandoned, the cost of the mineral properties and all associated exploration expenditures are written off.

e) Computer equipment:

Computer equipment and is depreciated at the following annual rates on a declining balance basis:

Computer hardware	30%
Computer software	50%

f) Long-lived assets:

The Company monitors the recoverability of long-lived assets, based on factors such as current market value, future asset utilization, business climate and future undiscounted cash flows expected to result from the use of the related assets. The Company's policy is to record an impairment loss in the period when it is determined that the carrying amount of the asset may not be recoverable. The impairment loss is calculated as the amount by which the carrying amount of the asset exceeds the undiscounted estimate of future cash flows from the asset.

g) Stock based compensation plan:

The Company has a stock-based compensation plan that is described in Note 7. The Company has adopted the accounting recommendations relating to stock-based compensation and other stock-based payments as detailed in the Canadian Institute of Chartered Accountants (CICA) Handbook Section 3870. CICA 3870 establishes standards for the recognition, measurement and disclosure of stock-based compensation and other stock-based payments in exchange for goods and services. Compensation expense is recognized when the granted options become vested, with the same amount being recorded as contributed surplus. Stock-based compensation calculations have no effect on the Company's cash position.

h) Earnings per share:

The Company has adopted the recommendations of the CICA Handbook section 3500, Earning per Share ("EPS"). The revised section requires the presentation of both basic and diluted EPS on the face of the income statement regardless of the materiality of the difference between them. In addition, the new recommendations require the use of the treasury stock method to compute the dilutive effects of options, warrants and similar instruments as opposed to the previous method used which was the imputed earnings approach. The section also requires the disclosure of a reconciliation of the calculation of basic and diluted EPS be disclosed.

# ROMIOS GOLD RESOURCES INC

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### FOR THE YEARS ENDED JUNE 30, 2007 AND 2006

#### 3. Summary of significant accounting policies (Continued):

i) Income taxes:

The Company has adopted the liability method of accounting for income taxes as outlined in the provisions of Section 3465 of the Handbook of the Canadian Institute of Chartered Accountants. Under this method, current income taxes are recognized for the estimated taxes payable for the current year. Future income tax assets and liabilities are recognized for temporary differences between the tax and accounting bases of assets and liabilities as well as for the benefit of losses available to be carried forward to future years for tax purposes that are likely to be realized.

j) Asset retirement obligations:

The Company has adopted CICA 3110, "Asset Retirement Obligations" which requires that the estimated fair value of liabilities for asset retirement obligations be recognized in the period in which they are incurred. A corresponding increase to the carrying amount of the related asset is recorded and depreciated over the life of the asset. The estimates used in the valuations are based primarily on legal and regulatory requirements. It is possible that the Company's estimates of its ultimate reclamation and closure liabilities could change as a result of changes in regulations, the extent of environmental remediation required, the means of reclamation or cost estimates. Changes in estimates are accounted for prospectively from the period the estimate is revised.

An obligation has not been recorded with respect to asset retirement obligations (i.e. environmental remediation) for the Company's exploration and development properties. This is based on the fact that the mining and processing activities that give rise to the legal obligation have not yet occurred and/or the environmental disturbance which has occurred is not yet significant.

k) Use of estimates:

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results may differ from those estimates.

#### 4. Equipment:

	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net</u>
Computer equipment	\$ 5,464	\$ 5,195	\$ 269
Computer software	<u>17,909</u>	<u>8,955</u>	<u>8,954</u>
Balance June 30, 2007	<u>\$ 23,373</u>	<u>\$ 14,150</u>	<u>\$ 9,223</u>

	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net</u>
Computer equipment	\$ 5,464	\$ 5,081	\$ 383
Balance June 30, 2006	<u>\$ 5,464</u>	<u>\$ 5,081</u>	<u>\$ 383</u>

#### 5. Mineral properties:

- (i) On March 1, 2005 the Company acquired 100% interest in MMI (see Note 2). MMI currently has a option to earn a 50% interest in the Newmont Lake property in British Columbia which consist of 23 mineral claims totaling 282 claim units in the Liard Mining Division of British Columbia. As part of the acquisition agreement the Company has also issued 250,000 common shares to Gulf International Minerals Inc. ("GIM") at a price of \$0.15 per share in place of MMI issuing shares as part of the option agreement between MMI and GIM.



**ROMIOS GOLD RESOURCES INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**5. Mineral properties (continued):**

- (ii) On May 17, 2005 the Company entered into an option agreement with Roca Mines Inc ("Roca") to acquire an option to earn 50% interest in 8 mineral properties comprising 160 claim units in the Liard Mining Division of British Columbia in consideration for payment of \$200,000 (\$125,000 paid to date) and issuance of 600,000 common shares (450,000 common shares have been issued to date). The balance of cash and shares are due as follows: 150,000 shares and \$75,000 cash on or before December 1, 2007. The Company is also required to expend \$1 million in exploration work on the property and issue 200,000 common shares to the holder of the 2.5% NSR upon commencement of commercial production and pay an annual advance royalty of \$30,000 per annum on the earlier of one year from the date on which the Company earns its interest in the property and December 1, 2007. The Company also has the right to increase its interest to 75% by paying \$2 million to Roca either in cash or in shares of the Company.
- (iii) The Company also acquired from a director and shareholder a 100% interest in a further 71 mineral properties totaling 1,500 claim units in the Liard Mining Division of British Columbia by payment in cash of \$25,000.
- (iv) On April 20, 2006 the Company entered into option agreements with Galore Creek Staking Syndicate, 2003 to acquire a 100% interest in seven mineral properties totaling approximately 4,013 hectares located in the Liard Mining Division in the province of British Columbia, known as Trek and Royce Properties, in consideration for total cash payments of \$225,000 (\$25,000 paid) and issuance of 1,000,000 common shares (200,000 common shares have been issued to date). The balance of cash and shares are due as follows, issuance of 200,000 shares on or before each of the second and third anniversaries of closing, cash of \$200,000 and issuance of 400,000 shares on or before the fourth anniversary of closing. The Company is also required to expend a total of \$3 million in exploration expenditures over the next 4 years on these properties.
- (v) On September 15, 2006 the Company entered into option agreements with Galore Creek Staking Syndicate, 2003 to acquire a 100% interest in the JW Property. The JW Property consists of one land tenure which encompasses approximately 613.8 hectares (1,516.7 acres) of land in the Liard Mining Division in northwestern British Columbia. The property is located in the Galore Creek area. The Company can earn a 100% interest in the JW Property, subject to a 2% Net Smelter Returns Royalty in favour of the optionors, in consideration for total cash payments of \$115,000 (\$15,000 paid to date) with the balance due on or before November 21, 2010 and issuance of 500,000 common shares (50,000 issued to date). The balance of the shares are due as follows, issuance of 50,000 shares on or before November 21, 2007; and 100,000 shares on each of November 21, 2008 and 2009 respectively with the final 200,000 shares due on or before November 21, 2010. The Company is also required to expend a total of \$2 million in exploration expenditures over the next 4 years on the property.
- (vi) On July 14, 1998 the Company entered into an option to purchase agreement with Platoro West, LLC ("Platoro") for the acquisition of a 100% working interest in sixteen (16) unpatented mineral properties in Pershing County, Nevada, USA. Consideration payable to Platoro in order to exercise the option includes; US\$82,500 in cash (paid) and the issuance of 100,000 common shares of the Company (issued). Platoro retains a 2% Gross Proceeds Royalty ("GPR") on the claims with the Company having the right to purchase up to a 1% of the GPR from Platoro in consideration for the payment of US\$775,000. The Company also issued 10,000 common shares at \$0.40 per share as a finder's fee upon execution of the agreement.  
  
During a prior year the Company acquired and staked further claims in Pershing County, Nevada, USA. The properties are subject to a 1% Gross Proceeds Royalty as well as Net Smelter Returns Royalties varying between 2.25% to 4.0%.
- (vii) The Company acquired properties from a corporation controlled by an individual who is also an officer, director and shareholder of the Company, as follows:

- a) Akow Lake area, Province of Ontario

- On October 2, 1995, the Company acquired mineral properties in the Akow Lake Area, Patricia Mining Division.

**ROMIOS GOLD RESOURCES INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2007 AND 2006**

**5. Mineral properties (continued):**

b) Lundmark-Akow Lake Area, Province of Ontario

On January 26, 1996, the Company acquired mineral properties in the Lundmark-Akow Lake Area, Patricia Mining Division.

On June 27, 1996, under a separate agreement, the Company acquired further mineral properties in the Lundmark-Akow Lake Area, Patricia Mining Division. The purchase price was \$20,000, based on reimbursement of out-of-pocket costs, and was paid with the issuance of 80,000 common shares at \$0.25 per share.

Currently the Company has 13 claims comprised of 170 units in the Akow Lake area.

c) Net smelter returns royalty agreement

The former owner retains a 3% net smelter returns royalty in respect of each of the properties noted above. The Company has the right to re-purchase up to 2% of the royalty in respect of the entire block of claims as a whole in consideration for payment of \$1,000,000 for each 1% royalty re-purchased.

(viii) The Company acquired by staking a total of 391 claims units in an area of approximately 15,640 acres west of the Sudbury Basin in the townships of McKinnon and Mongowin near the town of Espanola, Ontario. During the current and prior years 388 of the claim units lapsed leaving a balance of 3 claim units. These claims have therefore been written off in the current year.

(xi) The Company has entered into an agreement to acquire a 161 acre mineral property located in the Hislop Township near Timmins, Ontario in consideration for issuance of 350,000 common shares priced at \$0.225 per share and granting vendor a 2% NSR. During the prior year the Company acquired the entire 2% NSR from the vendor by issuance of 125,000 common shares at price of \$0.075 per share.

(x) In prior years the Company had acquired, principally through staking, an interest in mineral claims located in southwestern Quebec in the vicinity of the mining community of Chibougamau. During the prior year the Company wrote off the balance of these claims.

**6. Cash held for future exploration:**

During the current year the Company completed flow-through private placements for 9,466,328 shares for gross proceeds of \$2,839,900. These funds were committed to be expended on Canadian Exploration Expenditures ("CEE") and as such were not available for current working capital purposes. During the year the Company spent a total of \$1,034,704 of the funds raised on CEE, leaving a balance to be spent at year end in the amount of \$1,805,196.

**ROMIOS GOLD RESOURCES INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2007 AND 2006**

**7. Capital stock:**

The Company is authorized to issue an unlimited number of common shares.

Capital stock is made up as follows:	<u>2007</u>	<u>2006</u>
Warrants (i)	1,005,778	\$ -
Common shares (ii)	<u>8,042,521</u>	<u>4,893,676</u>
	<u>\$ 9,048,299</u>	<u>\$ 4,893,676</u>

(i) Warrants issued:

	<u>Number</u>	<u>\$ Value</u>
Balance June 30, 2005	2,462,492	\$ -
Issued during the year - private placements	7,750,000	-
Exercised during the year	<u>(1,415,852)</u>	<u>-</u>
Balance June 30, 2006	8,796,640	\$ -
Issued during the year - Agents' warrants	680,000	74,800
Issued during the year - Private placements	9,919,640	1,070,390
Exercised during the year	(9,144,338)	(35,642)
Expired during the year	(165,137)	-
Less: issue costs	<u>-</u>	<u>(103,770)</u>
Balance June 30, 2007	<u>10,086,805</u>	<u>\$ 1,005,778</u>

(ii) Common shares issued:

	<u>Number</u>	<u>Value</u>
Balance as at June 30, 2005	19,153,435	\$ 3,393,989
Issued pursuant to private placements	11,500,000	1,430,000
Issued - commission on private placements	104,555	21,957
Exercise of stock options	118,000	17,700
Exercise of warrants	1,415,852	276,955
Issuance of shares for mineral properties	375,000	67,875
Less: share issue costs		(104,800)
Reduction re: future income tax liability -flow through share (Note 10)	<u>                    </u>	<u>(210,000)</u>
Balance as at June 30, 2006	32,666,842	4,893,676
Issued pursuant to flow-through private placements	9,466,328	1,798,604
Issued pursuant to private placements	799,482	208,608
Issued - finders' fee on private placements	370,000	111,000
Exercise of warrants	9,144,338	2,023,735
Issued for acquisition of MMI - resolution of contingency (Note 2)	1,000,000	150,000
Issuance of shares for mineral properties	300,000	67,150
Less: issue costs		(184,480)
Reduction re: future income tax liability- flow through shares (Note 10)	<u>                    </u>	<u>(1,025,772)</u>
Balance as at June 30, 2007	<u>53,746,990</u>	<u>\$ 8,042,521</u>

**ROMIOS GOLD RESOURCES INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**7. Capital stock (continued):**

- (a) During the year the Company entered into private placement agreements for 9,466,328 units ("Units") priced at \$0.30 per Unit for gross proceeds of \$2,839,898. Each Unit consists of one flow-through common share and one share purchase warrant with each full warrant entitling the holder to acquire one additional share at \$0.60 per share for the first year and at \$0.90 per share until expiry after two years. The expiry date of the warrants issued can be accelerated, at the Company's discretion, if the shares of the Company trade at certain predefined values.

The value attributable to the warrants, calculated using a Black-Scholes option pricing model, was approximately \$0.11 per warrant with the balance being allocated to the flow-through shares issued.

As part of the financing, the Company issued 680,000 Agents' warrants with each full warrant exercisable into a common share at \$0.60 per share for the first year and at \$0.90 per share until expiry after two years. The expiry date of the warrants issued can be accelerated, at the Company's discretion, if the shares of the Company trade at certain predefined values.

A finder's fee was paid on the private placements through the issuance of 370,000 common shares valued at \$111,000.

- (b) During the year the Company entered into private placement agreements for 692,339 working capital units ("Units") priced at \$0.30 per Unit for gross proceeds of \$207,702. Each Unit consists of one common share and one-half of one share purchase warrant with each full warrant entitling the holder to acquire one additional share at \$0.50 per share for one year after closing. The expiry date of the warrants issued can be accelerated, at the Company's discretion, if the shares of the Company trade at certain predefined values.

During the year the Company entered into private placements agreements for 107,143 working capital ("Units") priced at \$0.28 per Unit for gross proceeds of \$30,000. Each Unit consists of one common share and one share purchase warrant with each full warrant entitling the holder to acquire one additional share at \$0.60 per share for the first year and \$0.90 per share in the second year. The expiry date of the warrants issued can be accelerated, at the Company's discretion, if the shares of the Company trade at certain predefined values.

The value attributable to the warrants issued, calculated using a Black-Scholes option pricing model, was approximately \$0.11 per warrant with the balance being allocated to the common shares issued.

- (c) During the prior year, the Company entered into private placement agreements for 7,500,000 units ("Units") priced at \$0.10 per Unit for gross proceeds of \$750,000. Each Unit consists of one common share priced at \$0.10 per share and one-half of a share purchase warrant with each full warrant entitling the holder to acquire one additional share at \$0.12 per share for a period of one year from date of closing. The funds raised were for working capital purposes. Commissions were paid with respect to these private placements by issuing a total 104,555 shares priced at \$0.21 per share and cash payment of \$38,844 which amounts are included under share issue costs.

The value attributable to the warrants, calculated using a Black-Scholes option pricing model, was nominal and therefore for financial statement presentation purposes the full amount of the net proceeds have been allocated to the common shares.

- (d) During the prior year, the Company entered into private placement agreements for 4,000,000 units ("Units") priced at \$0.17 per Unit for gross proceeds of \$680,000. Each Unit consists of one common share priced at \$0.17 per share and one share purchase warrant with each full warrant entitling the holder to acquire one additional share at \$0.25 per share for a period of one year from date of closing. The funds raised were for working capital purposes. No commissions were paid with respect to these private placements.

The value attributable to the warrants, calculated using a Black-Scholes option pricing model, was nominal and therefore for financial statement presentation purposes the full amount of the net proceeds have been allocated to the common shares.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2007 AND 2006**

**8. Common shares subject to issuance:**

As at June 30, 2007 the Company has 16,342,681 common shares subject to issuance as follows:

**Stock options:**

The Company has created a stock option plan for the benefit of directors, officers, key employees and consultants. The total number of shares which may be reserved and set aside for issuance to eligible persons may not exceed 10% of the issued and outstanding common shares.

In determining the stock-based compensation expense, the fair value of the options granted were estimated using the Black-Scholes option pricing model with the following weighted average assumptions used for grants as follows: dividend yield of 0% (2006 - 0%), expected volatility of 105.5% (2006 - 11%), risk-free interest rate of 4.0% (2006 - 4.5%), and expected life ranging from 24 to 60 months (2006 - 60 months).

A summary of the Company's options at June 30, 2007 and 2006 and the changes for the years then ended is presented below:

	Options Outstanding	Weighted-Average Exercise price
At June 30, 2005	984,376	\$ 0.33
Granted	1,407,000	\$ 0.21
Exercised	(118,000)	\$ 0.15
Expired	<u>(385,500)</u>	<u>\$ 0.21</u>
At June 30, 2006	1,887,876	\$ 0.22
Granted	<u>2,768,000</u>	<u>\$ 0.54</u>
As at June 30, 2007	<u>4,655,876</u>	<u>\$ 0.41</u>

The following table summarizes information about the options outstanding at June 30, 2007:

Exercise Price	Options outstanding and exercisable	Remaining contractual life
\$ 0.25	90,376	.5 years
\$ 0.27	255,000	1.3 years
\$ 0.21	935,500	1.8 years
\$ 0.12	457,000	3.5 years
\$ 0.25	750,000	3.7 years
\$ 0.34	100,000	.8 years
\$ 0.60	200,000	1.5 years
\$ 0.65	<u>1,868,000</u>	<u>5.0 years</u>
	<u>4,655,876</u>	<u>3.50 years</u>

The following table summarizes information about the options outstanding at June 30, 2006:

Exercise Price	Options outstanding and exercisable	Remaining contractual life
\$ 0.25	90,376	1.5 years
\$ 0.27	255,000	2.3 years
\$ 0.21	235,500	3.7 years
\$ 0.12	457,000	4.5 years
\$ 0.25	750,000	4.7 years
\$ 0.34	<u>100,000</u>	<u>1.8 years</u>
	<u>1,887,876</u>	<u>3.9 years</u>

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**8. Common shares subject to issuance (continued):**

**Warrants:**

A summary of the Company's warrants at June 30, 2007 and 2006 and the changes for the years then ended is presented below:

	Warrants Outstanding	Weighted-Average Exercise price
At June 30, 2005	2,462,492	\$ 0.20
Issued	7,750,000	\$ 0.19
Exercised	<u>(1,415,852)</u>	<u>\$ 0.20</u>
At June 30, 2006	8,796,640	\$ 0.19
Issued	10,599,640	\$ 0.60
Exercised	(9,144,338)	\$ 0.22
Expired	<u>(165,137)</u>	<u>\$ 0.24</u>
As at June 30, 2007	<u>10,086,805</u>	<u>\$ 0.60</u>

The following table summarizes information about the warrants outstanding at June 30, 2007:

Exercise Price	Warrants outstanding and exercisable	Remaining contractual life
\$ <u>0.60</u> - until December 28, 2007, \$0.90 - until December 28, 2008	<u>10,086,805</u>	<u>1.4 years</u>

The following table summarizes information about the warrants outstanding at June 30, 2006:

Exercise Price	Warrants outstanding and exercisable	Remaining contractual life
\$ 0.20	505,180	0.7 year
\$ 0.25	5,063,960	0.7 year
\$ <u>0.12</u>	<u>3,227,500</u>	<u>0.6 year</u>
	<u>8,796,640</u>	<u>.7 year</u>

**For Property transactions**

The Company has 1,600,000 common shares reserved for issuance under the terms of the property acquisition agreements disclosed in Notes 5(ii), (iv) and (v).

**Maximum shares outstanding**

The following table sets out the maximum number of common shares that would be outstanding if all of the outstanding options and unexpired warrants are exercised.

Common shares outstanding, June 30, 2007	53,746,990
Options to purchase common shares	4,655,876
Exercisable share purchase warrants	<u>10,086,805</u>
	<u>68,489,671</u>

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**9. Related party transactions:**

The total of \$85,000 (2006 - \$32,000) was charged for management fees and \$25,000 (2006 - \$nil) by an individual who is an officer, director and shareholder of the Company. At June 30, 2007, \$30,000 (2006 - \$11,103) of the amount charged is outstanding and is included under accounts payable and accrued liabilities.

A company related to the director noted above charged the Company \$Nil (2006 - \$6,000) for office administration services. This amount is included under office and general expenses. At June 30, 2007, \$Nil (2006 - \$6,000) of the amount charged is outstanding and is included under accounts payable and accrued liabilities.

The Company's solicitor, who is also a director of the Company, charged legal fees in the amount of \$125,899 (2006 - \$88,032) of which \$Nil (2006 - \$44,000) is included under share issue costs, and \$125,989 (2006 - \$44,032) is included under professional fees. Included in accounts payable is \$30,474 (2006 - \$22,287) owing to the firm of this individual.

Included in the private placements described in Note 7(a) of the consolidated financial statements is 530,000 flow-through units for gross proceeds of \$159,000 subscribed for by related parties in the current year. Also as described in Note 7(c) was 527,520 flow-through common shares for gross proceeds of \$52,752 subscribed for by related parties in the prior year.

The Company granted 1,768,000 stock options to six individuals who are officers and/or directors of the Company with an exercise price of \$0.65 per share expiring June 26, 2012.

**10. Income taxes:**

The Company has incurred tax losses of approximately \$1,613,000 which may be used to reduce future taxable income. The potential benefit of these losses will expire in the fiscal years ended June 30, if unused, as follows:

2008	\$ 65,000
2009	114,000
2010	93,000
2014	120,000
2015	166,000
2026	241,000
2027	<u>814,000</u>
	<u>\$ 1,613,000</u>

The components of future income tax asset (liability) is as noted below:

	<u>2007</u>	<u>2006</u>
Non-capital losses	\$ 550,000	\$ 326,000
Exploration and development expenses	(80,169)	(53,000)
Future income tax liability recognized as a result of flow-through share issuance	(1,025,772)	(210,000)
Valuation allowance	<u>-</u>	<u>(63,000)</u>
Liability recognized in the financial statements	<u>\$ (555,941)</u>	<u>\$ -</u>

As required by CICA Handbook EIC 146, the Company has, for renunciations of flow-through amounts subsequent to March 2004, treated the future income tax liability related to this temporary difference as a reduction in share capital at the time that the expenditure is renounced. During the year this amounted to \$1,025,772 (2006 - \$210,000) and is included in share issue costs.

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**11. Supplemental cash flow information:**

Net change in non-cash working capital:

	<u>2007</u>	<u>2006</u>
G.S.T. receivable	\$ (102,728)	\$ (17,660)
Prepaid expenses and deposits	(79,894)	(154,874)
Accounts payable and accrued liabilities	<u>89,444</u>	<u>130,899</u>
	<u>\$ (93,178)</u>	<u>\$ (41,635)</u>
Non-cash investing and financing activities:		
Common shares issued for interest in mineral properties	\$ 67,150	\$ 67,875
Common shares recognized on settlement of Contingency (Note 2)	\$ 150,000	\$ -
Common shares issued as commission on private placement (Note 7)	\$ 111,000	\$ 21,957
Share issue costs - future income tax effect of flow-through shares	\$ 1,025,272	\$ 210,000

**12. Contributed surplus:**

Contributed surplus consists of the following:

Balance June 30, 2005	\$ 280,225
Stock-based compensation	<u>60,917</u>
Balance June 30, 2006	341,142
Stock based compensation	<u>819,585</u>
Balance June 30, 2007	<u>\$ 1,160,727</u>

**13. Commitments:**

The Company signed a lease for office premises under which it is committed to the following payments by fiscal year:

2008	\$ 9,418
2009	9,418
2010	<u>785</u>
	<u>\$ 19,621</u>

**14. Financial instruments:**

The Company's financial instruments recognized in the balance sheet consists of cash and cash equivalents, GST receivable and accounts payable and accrued liabilities. The fair value of these financial instruments approximate their carrying value due to the short maturity or current market rate associated with these instruments.

A portion of the Company's transactions occur in foreign currencies (U.S. dollars) and the Company is therefore exposed to risk from currency fluctuations. The Company is also exposed to interest and credit risk. In management's opinion these risks are insignificant.

The Company does not hold or issue financial instruments for trading purposes.

**15. Subsequent event:**

Subsequent to year end the Company entered into an option agreement to acquire up to a 70% interest in the Nizi Creek Gold-Silver Property ("Property") located 80 Km northeast of Dease Lake in northwestern British Columbia. The Company can earn an undivided 70% interest in the Property in consideration for payment of 200,000 Units (each unit consisting of one common shares and one transferable common shares purchase warrant of the Corporation – each warrant is exercisable to purchase one common share of the Corporation for a period of one year following the date of issuance at a price equal to the weighted average price of the commons shares of the Corporation for the twenty consecutive trading days immediately prior to the date of the issuance of the warrants) and expending an aggregate of \$1,000,000 on the Property by December 31, 2010. Romios must issue 50,000 Units within five business days of the date of the Nizi Creek Agreement and spend \$50,000 on or before December 31, 2007 on the Property.