

GOLDBROOK VENTURES INC.
INTERIM FINANCIAL STATEMENTS

October 31, 2007

(Unaudited)

NOTICE TO READER

INTERIM BALANCE SHEET

INTERIM STATEMENT OF OPERATIONS AND DEFICIT

INTERIM STATEMENT OF CASH FLOWS

NOTES TO INTERIM FINANCIAL STATEMENTS

UNAUDITED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited financial statement for the period ended October 31, 2007.

NOTICE TO READER

The interim balance sheet as at October 31, 2007 and the interim statements of loss and deficit, and the interim statements of cash flows for the six-month period then ended are the responsibility of the Company's management.

These financial statements have not been reviewed on behalf of the shareholders by the independent external auditors of the Company, Villeneuve & Venne S.E.N.C..

The interim financial statements have been prepared by management and include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these financial statements in accordance with Canadian Generally Accepted Accounting Principles.

/s/ David Baker

David Baker, Director
December 11, 2007

/s/ Earl Terris

Earl Terris, Director
December 11 2007

GOLDBROOK VENTURES INC.
BALANCE SHEET
(With comparative figures at April 30, 2007)

	October 31, 2007	April 30, 2007
ASSETS		
Current Assets		
Cash	\$ 1,175,498	\$ 444,836
Cash reserved for exploration	-	412,532
Accounts receivable (Note 3)	3,950,004	2,720,810
Prepaid expenses	46,671	84,655
Total Current Assets	5,172,173	3,662,833
Marketable Securities (Note 4)	369,427	300,492
Deposits on Mineral Properties (Note 6(l))	145,330	1,137,792
Mineral Properties (Note 6)	40,821,018	14,706,810
Property and Equipment, net (Note 5)	38,766	14,819
TOTAL ASSETS	\$ 46,546,714	\$ 19,822,746
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 5,448,504	\$ 409,995
Shareholders' Equity		
Authorized: unlimited common shares and unlimited preferred shares		
Issued – 146,465,124 common shares		
(April 30, 2007 – 80,236,843 common shares) (Note 7(b))	42,745,687	25,728,559
Common share purchase warrants outstanding (Note 7(f))	8,328,209	2,425,861
Contributed surplus (Note 11)	2,464,970	1,887,481
	53,538,866	30,041,901
Accumulated other comprehensive income (loss) (Note 8)	(48,078)	2,425,861
Adjustment to opening accumulated other comprehensive income (Note 8)	6,973	2,425,861
Deficit, accumulated during the development stage	(12,399,551)	(10,629,150)
Total Shareholders' Equity	41,098,210	19,412,751
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 46,546,714	\$ 19,822,746

APPROVED ON BEHALF OF THE BOARD:

("sgd") "David Baker"

("sgd") "Earl Terris"

The accompanying notes are an integral part of these financial statements.

GOLDBROOK VENTURES INC
INTERIM STATEMENT OF OPERATIONS AND DEFICIT

	3 Months 31-Oct-07	3 Months 31-Oct-06	6 Months 31-Oct-07	6 Months 31-Oct-06
	-	-	-	-
GENERAL & ADMINISTRATIVE EXPENSES				
Depreciation on property and equipment	\$ 2,172	\$ 3,536	\$ 4,344	\$ 7,072
Consulting fees (Note 12)	129,850	61,265	262,857	121,265
Management fees	55,500	20,000	102,500	40,000
Office and general expenses (Note 12)	116,099	19,146	173,245	46,640
Professional fees (Note 12)	90,875	10,880	192,600	46,693
Property investigation	-	-	-	2,277
Regulatory fees & services	37,739	37,018	99,754	38,969
Shareholders' communication, travel & promotion (Note 12)	80,786	61,503	215,919	145,190
Stock option compensation	-	-	711,930	102,680
Wages and benefits	27,853	19,467	54,133	40,536
Total General and Administration Expenses	<u>(540,874)</u>	<u>(232,815)</u>	<u>(1,817,282)</u>	<u>(591,322)</u>
LOSS BEFORE OTHER ITEMS	(540,874)	(232,815)	(1,817,282)	(591,322)
OTHER ITEMS				
Interest income	(16,342)	(13,985)	(46,881)	(66,241)
Consulting income	-	(48,598)	-	(48,598)
Gain from sale of investments	-	(740)	-	(42,021)
LOSS FOR THE PERIOD	<u>(524,532)</u>	<u>(169,492)</u>	<u>(1,770,401)</u>	<u>(434,462)</u>
Other comprehensive loss (Note 8)	(18,748)		(48,078)	
COMPREHENSIVE LOSS FOR THE PERIOD	(543,280)		(1,818,479)	
DEFICIT, BEGINNING OF PERIOD	(11,875,019)	(9,598,515)	(10,629,150)	(9,333,545)
DEFICIT, END OF PERIOD	<u>(12,399,551)</u>	<u>(9,768,007)</u>	<u>(12,399,551)</u>	<u>(9,768,007)</u>
Weighted Average Common Shares Outstanding - Basic				
- Basic			117,584,270	64,191,523
- Diluted			177,598,649	83,609,235
LOSS PER COMMON SHARE				
- Basic			\$ (0.015)	\$ (0.007)
- Diluted			\$ (0.015)	\$ (0.007)

**GOLDBROOK VENTURES INC.
INTERIM STATEMENT OF CASH FLOWS**

	3 Months 31-Oct-07	3 Months 31-Oct-06	6 Months 31-Oct-07	6 Months 31-Oct-06
FUNDS DERIVED FROM (Applied to)				
Operating Activities				
Comprehensive Loss for period	\$(543,280)	\$(169,492)	\$(1,818,479)	\$(434,462)
Items not involving cash				
Depreciation on property and equipment	2,172	3,536	4,344	7,072
Stock-based compensation	-	-	711,930	102,680
Other comprehensive loss	18,748	-	48,078	-
	(522,360)	(165,956)	(1,054,127)	(324,710)
Changes in non-cash working capital balances				
(Increase) Decrease in accounts receivable	(492,190)	(278,987)	(1,229,194)	(219,672)
(Increase) Decrease in prepaid expenses	7,254	(3,792)	37,984	(17,139)
Increase (Decrease) in accounts payable	3,193,844	2,923,603	5,038,509	3,084,408
	2,186,548	2,474,868	2,793,172	2,522,887
Investing Activities				
Investment public company shares	-	2,251	(110,040)	(61,012)
Deposits for mining camp services	50,295	(17,500)	992,462	(20,000)
Deferred acquisition & exploration costs	(12,387,870)	(3,712,741)	(24,464,208)	(5,887,100)
Purchase of capital assets	-	(364)	(28,291)	(1,006)
	(12,337,575)	(3,728,354)	(23,610,077)	(5,969,118)
Financing Activities				
Common shares issued	8,697,681	6,020,859	21,135,035	6,032,109
	8,697,681	6,020,859	21,135,035	6,032,109
Cash, Increase (Decrease) During Period	(1,453,346)	4,767,373	318,130	2,585,878
CASH, BEGINNING OF PERIOD	2,628,844	998,520	857,368	3,180,015
CASH, END OF PERIOD	<u>\$1,175,498</u>	<u>\$ 5,765,893</u>	<u>\$1,175,498</u>	<u>\$5,765,893</u>

The accompanying notes are an integral part of these financial statements.

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
October 31, 2007

Note 1. Business of the Company

The Company was incorporated as Goldbrook Explorations Inc. on May 20, 1983, in the Province of Ontario, Canada. On July 22, 2002, the Company changed its name to Goldbrook Ventures Inc. On April 14, 2003, the Company was granted a Certificate of Continuation under the Company Act of British Columbia.

The Company is a development stage enterprise in the process of exploring properties and has not yet determined whether the properties contain economically recoverable ore reserves. The recovery of the amounts shown as acquisition costs of mineral properties and the related deferred exploration costs is dependent upon the existence of economically recoverable reserves, confirmation of the Company's interest in the underlying mining claims, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production or proceeds from the disposition thereof.

Note 2. Summary of Significant Accounting Policies

(a) **Basis of Presentation**

These financial statements are prepared in accordance with Canadian generally accepted accounting principles. (GAAP)

(b) **Translation of Foreign Currency**

The Company utilizes the temporal method that translates assets, liabilities, revenues and expenses in a manner that retains their basis of measurement in terms of the Canadian dollar, which is used as the unit of measurement. In particular:

- (i) monetary items are translated at the rate of exchange in effect at the balance sheet date;
- (ii) non-monetary items are translated at historical exchange rates, unless such items are carried at market, in which case they are translated at the rate of exchange in effect at the balance sheet date;
- (iii) revenue and expense items are translated at the rate of exchange in effect on the dates they occur;
- (iv) depreciation or amortization of assets translated at historical exchange rates are translated at the same exchange rates as the assets to which they relate;
- (v) exchange gains or losses arising on conversion are included in other income or expense.

(c) **Use of Estimates**

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions, based on the best information judgment, that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
October 31, 2007

Note 2. **Summary of Significant Accounting Policies (cont'd)**

(d) Financial Instruments

(i) Fair Value of Financial Instruments

The carrying amounts of the Company's financial instruments approximate their fair values since they are either short-term in nature or they are receivable or payable on demand. These financial instruments consist of cash and cash equivalents, accounts receivable, investment in public company shares, and accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks.

(ii) Foreign Exchange Risk

The Company incurs certain of its expenses and holds certain assets in currencies other than the Canadian dollar. Therefore, the Company is subject to foreign exchange risk as a result of fluctuations in exchange rates.

(iii) Credit Risk

The Company places its investment in public company shares in several financial instruments and, limits the amount of credit exposure.

(e) Environmental Issues

The Company is not aware of any environmental studies made and of any present or past obligations.

The operations of the company may in the future be affected from time to time to varying degrees by changes in environmental regulations, including those for future removal and site restoration costs. Both the likelihood of new regulations and their overall effect upon the company vary greatly and are not predictable. The company's policy is to meet or, if possible, surpass standards set by relevant legislation, by application of technically proven and economically feasible measures.

(f) Recognition Criteria

Items recognized in these financial statements are accounted for in accordance with the accrual basis of accounting which recognizes the effect of transactions and events in the period in which they occurred. Revenues are generally recognized when performance is achieved and reasonable assurance regarding measurement and collectibility of the consideration exists. Gains are generally recognized when realized. Expenses and losses are generally recognized when an expenditure or previously recorded asset has no future economic benefit.

When revenues and expenses are linked in a cause and effect relationship, the expense is matched with the revenue. The costs of the assets, which benefit more than one period, are allocated over the periods benefited.

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
October 31, 2007

Note 2. **Summary of Significant Accounting Policies (cont'd)**

(g) Mineral Properties and Deferred Exploration Costs

Mineral Property Acquisition Costs and Deferred Exploration Costs

- i) The Company capitalizes all deferred exploration costs that are associated with the properties until such time as the properties are either placed into production or title is lost or abandoned. When properties are brought into production, associated costs are amortized over the useful life of the properties. When title is lost or abandoned, the associated costs are written off.
- ii) Acquisition costs of mineral properties are capitalized by the Company, and are dealt with in the same manner as deferred exploration costs in (i) above. Mineral property sale proceeds or option payments received for exploration rights are credited to current operations.
- iii) An impairment loss is recognized when the carrying amount of mineral properties is not recoverable and exceeds its fair value. Mineral properties are tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. The factors considered by management in performing this assessment include current operating results, trends, and prospects, as well as the effects of obsolescence, demand, competition, and other economic factors.

(h) Stock-based compensation

The Company has adopted the CICA Handbook Section 3870, "Stock-based compensation and other stock-based payments", effective April 1, 2004. This Section establishes accounting standards for the recognition, measurement and disclosure of stock-based compensation and other stock-based payments. This Section sets out a fair value based method of accounting and is required for certain stock-based transactions and applied to awards granted on or after April 1, 2004. The Company, as permitted by Handbook Section 3870, has elected to account for all stock options granted to non-employees and employees by applying the fair value based method of accounting. The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of the grant.

(i) Property and Equipment

The Company depreciates its property and equipment on the declining balance method, at the following rates per year based upon their estimated useful lives.

Office equipment	20%
Computer equipment	30%

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
October 31, 2007

Note 2. **Summary of Significant Accounting Policies (cont'd)**

(j) Impairment of Long-Lived Assets

The Company assesses the impairment of long-lived assets, which consist primarily of mineral property, property and equipment, whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of assets to be held and used are measured by a comparison of the carrying values of the asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the amount of the impairment is measured by the amount by which the carrying amount of the asset exceeds its fair value.

(k) Income Taxes

Future income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the balance sheet and their corresponding tax values, using the enacted or substantively enacted, as applicable, income tax rates at each balance sheet date. Future income tax assets also result from unused loss carry-forwards and other deductions. The valuation of future income tax assets is reviewed on a regular basis and adjusted, if necessary, by use of valuation allowances to reflect the estimated realizable amount.

(l) Loss Per Common Share

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the year. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of the stock options and warrants that are used to purchase common shares at the average market price during the year. During the period ended July 31, 2007, all of the outstanding stocks are antidilutive. (see Note 9)

Note 3. **Accounts Receivable**

The followings are included in accounts receivable

	<u>October 31, 2007</u>	<u>April 30, 2007</u>
GST receivable	\$ 534,676	30,858
QST receivable	756,237	9,371
Quebec Mining Duties credit receivable	399,203	420,470
Quebec Corporate Tax credit receivable	2,259,506	2,259,506
Other receivables	382	605
Total	\$ 3,950,004	2,720,810

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
October 31, 2007

Note 4. Marketable Securities

As at October 31, 2007, the Company had available for sale securities as follows:

	October 31, 2007			April 30, 2007		
	<u># of shares</u>	<u>Cost</u>	<u>Market value</u>	<u># of shares</u>	<u>Cost</u>	<u>Market value</u>
<u>Common Shares</u>						
Resolve Ventures Inc.	1,060,000	\$233,200	\$180,200	1,060,000	\$233,200	\$222,600
Masuparia Gold Corp.	566,300	154,833	164,227	199,500	44,792	53,865
Inlet Resources Ltd.	100,000	22,500	25,000	100,000	22,500	31,000
		\$410,533	\$369,427		\$300,492	\$307,465
<u>Warrants</u>						
Masuparia Gold Corp. (exercise price \$0.30) expiring January 2008	-	-	N/A	366,800	N/A	N/A
Inlet Resources Ltd. (exercise price \$0.30) expiring January 2008	250,000	N/A	N/A	250,000	N/A	N/A

The marketable securities were quoted and recorded at lower of market and cost on and before April 30, 2007.

Pursuant to the new financial instrument standards (CICA Section 3855 and Section 1530), the Company classifies its marketable securities as “available for sale” and records the marketable securities at their fair values. The fair values are determined by using the close market prices of the last day of the period. At the same time, the unrealized gain or loss from change of fair value of the marketable securities are recognized as “other comprehensive income”.

The Company is exposed to liquidity risk which is the risk that the Company will encounter difficulty in selling all of these common shares at an amount at least equivalent to its cost.

Note 5. Property and Equipment

	October 31, 2007		Accumulated		Net
	Cost		Depreciation		
Office equipment	\$ 13,116		\$ 9,994		\$ 3,122
Computer equipment	67,053		31,409		35,644
	\$ 80,169		\$ 41,403		\$ 38,766
<hr/>					
	April 30, 2007		Accumulated		Net
	Cost		Depreciation		
Office equipment	\$ 13,116		\$ 9,444		\$ 3,672
Computer equipment	38,762		27,615		11,147
	\$ 51,878		\$ 37,059		\$ 14,819

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
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Note 6. **Mineral Properties**

	Balance, April 30, 2007 (Re-stated)	Increased in six months ended Oct. 31, 2007	Balance, October 31, 2007 (Re-grouped)
(a) Onaman River			
Acquisition costs	\$ -	\$ -	\$ -
Deferred exploration costs			
- Claims maintenance & staking	4,736	-	4,736
Total deferred exploration costs	4,736	-	4,736
Total Onaman River	4,736	-	4,736
(b) Belanger			
) Acquisition costs			
- Cash	121,200	-	121,200
- Shares	620,772	-	620,772
Total acquisition costs	741,972	-	741,972
Deferred exploration costs			
- Assays	10,535	-	10,535
- Claims maintenance & staking	144,446	-	144,446
- Consultants	126,936	1,926	128,862
- Drilling	701,427	-	701,427
- Equipment rental	1,852	-	1,852
- Equipment	124,269	-	124,269
- Field work & mobilization	1,827,614	-	1,827,614
- Geophysical survey	497,281	-	497,281
- Legal	54,100	-	54,100
- Field office and general	27,883	-	27,883
- Reports & maps	16,854	-	16,854
- Site visits	13,023	-	13,023
- Storage fuel	12,171	-	12,171
- Salaries and wages	9,949	-	9,949
Total deferred exploration costs	3,568,340	1,926	3,570,266
Mineral exploration credits	(1,519,886)	-	(1,519,886)
Total Belanger	\$ 2,790,426	\$ 1,926	\$ 2,792,352

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
October 31, 2007

Note 6. **Mineral Properties (cont'd)**

	Balance, April 30, 2007 (Re-stated)	Increased in six months ended Oct. 31, 2007	Balance, October 31, 2007 (Re-grouped)
(c) Nuvilik			
Acquisition costs			
- Cash	\$ 67,033	\$ -	\$ 67,033
- Shares	445,848	-	445,848
Total acquisition costs	512,881	-	512,881
Deferred exploration costs			
- Assays & sampling	8,299	-	8,299
- Claims maintenance & staking	164,958	-	164,958
- Consultants	97,428	873	98,301
- Drilling	37,141	-	37,141
- Equipment & rental	7,593	-	7,593
- Field work & mobilization	299,723	-	299,723
- Geophysical survey	568,992	-	568,992
- Legal	16,606	-	16,606
- Field office & general	28,541	-	28,541
- Reports & maps	8,227	-	8,227
- Site visits	8,253	-	8,253
- Fuel & fuel storage	37,687	-	37,687
- Salaries & wages	43,501	-	43,501
Total deferred exploration costs	1,326,949	873	1,327,822
Mineral exploration credits	(525,488)	-	(525,488)
Total Nuvilik	1,314,342	873	1,315,215
(d) Ungava			
Acquisition costs			
- Cash	134,828	-	134,828
- Shares	323,736	-	323,736
Total acquisition costs	458,564	-	458,564
Deferred exploration costs			
- Assays	38,305	-	38,305
- Claims maintenance & staking	494,641	-	494,641
- Consultants	230,442	2,664	233,106
- Drilling	330,479	-	330,479
- Equipment & rental	44,428	-	44,428
- Fees & licenses	2,096	-	2,096
- Field work & mobilization	2,211,962	-	2,211,962
- Geophysical survey	954,785	-	954,785
- Office & general	36,987	-	36,987
- Recoveries	(55,245)	-	(55,245)
- Reports, maps, & general	28,327	-	28,327
- Site visits	12,384	-	12,384
- Fuel & fuel storage	135,308	-	135,308
- Salaries & wages	164,871	-	164,871
Total deferred exploration costs	4,629,770	2,664	4,632,434
Mineral exploration credits	(1,726,090)	-	(1,726,090)
Total Ungava	\$ 3,362,244	\$ 2,664	\$ 3,364,908

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
October 31, 2007

Note 6. **Mineral Properties (cont'd)**

	Balance, April 30, 2007 (Re-stated)	Increased in six months ended Oct. 31, 2007	Balance, October 31, 2007 (Re-grouped)
(e) Wakeham			
Acquisition costs			
- Cash	\$ 26,730	\$ -	\$ 26,730
- Shares	1,797,104	-	1,797,104
Total acquisition costs	1,823,834	-	1,823,834
Deferred exploration costs			
- Assays	32,918	-	32,918
- Claims maintenance & staking	220,796	-	220,796
- Consultants	210,233	3,071	213,304
- Drilling	464,899	-	464,899
- Equipment & rental	78,728	-	78,728
- Field work & mobilization	2,066,515	-	2,066,515
- Geophysical survey	818,557	-	818,557
- Field office & general	45,922	-	45,922
- Recoveries	(1,885)	-	(1,885)
- Reports & maps	19,275	-	19,275
- Site visits	8,336	-	8,336
- Fuel & fuel storage	145,679	-	145,679
- Salaries & wages	147,967	-	147,967
Total deferred exploration costs	4,257,940	3,071	4,261,011
Mineral exploration credits	(1,704,470)	-	(1,704,470)
Total Wakeham	4,377,304	3,071	4,380,375
(f) Masuparia			
Acquisition costs			
- Shares	1,792,040	-	1,792,040
Total acquisition costs	1,792,040	-	1,792,040
Deferred exploration costs			
- Assays	17,479	-	17,479
- Claims maintenance & staking	175,480	-	175,480
- Consultants	120,745	2,048	122,793
- Drilling	75,252	-	75,252
- Equipment & rental	15,384	-	15,384
- Field work & mobilization	647,430	-	647,430
- Geophysical survey	458,702	-	458,702
- Field office & general	28,685	-	28,685
- Recoveries	(969)	-	(969)
- Reports & maps	13,042	-	13,042
- Site visits	4,000	-	4,000
- Fuel & fuel storage	92,434	-	92,434
- Salaries & wages	88,138	-	88,138
Total deferred exploration costs	1,735,802	2,048	1,737,850
Mineral exploration credits	(670,084)	-	(670,084)
Total Masuparia	\$ 2,857,758	\$ 2,048	\$ 2,859,806

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
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Note 6. **Mineral Properties (cont'd)**

	Balance, April 30, 2007 (Re-stated)	Increased in six months ended Oct. 31, 2007	Balance, October 31, 2007 (Re-grouped)
(g Bravo)			
Acquisition costs			
- Cash	-	6,000,000	6,000,000
- 5,000,000 shares @ \$0.33	-	2,350,000	2,350,000
Total acquisition costs	-	8,350,000	8,350,000
Deferred exploration costs			
- Claims & maintenance	-	71,388	71,388
- Consultants	-	14,057	14,057
Deferred exploration costs	-	85,445	85,445
Mineral exploration credits	-	-	-
Total Bravo	-	8,435,445	8,435,445
Raglan project	-	17,288,670	17,288,670
Adjustment to mineral exploration credits	-	379,512	379,512
Total Mineral Properties	14,706,810	26,114,209	40,821,019

(a) **Onaman River Property**

For the year ended April 30, 2002, these mining claims were carried at a nominal value of \$1.00 and represented a 80% interest in the Onaman River Property, Onaman Lake Township, Ontario, subject to 30% net profits royalties on two separate groups of claims and a net smelter royalty of 2% - 3% on the balance of claims. The Company wrote-off the nominal value of \$1.00 in the year ended April 30, 2003. The Onaman claims remain in good standing.

(b) – (g) **Raglan Area Properties – District of Northern Quebec**

The Company has acquired interest in nine properties in the Raglan area:

- Belanger;
- Nuvulik;
- Ungava;
- Wakeham;
- Masuparia;
- Ubex;
- Scott;
- VCC; and
- Bravo

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Note 6. **Mineral Properties (cont'd)**

(b) – (g) Raglan Area Properties – District of Northern Quebec (cont'd)

Starting from the current year, the Company has decided to consolidate the description of its holdings in Raglan area into six property blocks as follows:

	Claims	Acres
Belanger	1,056	107,400
Nuvulik	1,402	142,433
Masuparia	983	99,677
Wakeham	1,817	182,835
Ungava	1,801	181,310
Bravo	1,799	177,674

The Company holds 100% interest in all these claims except for the claims located within the Bravo block.

Belanger block is located in the west region of Raglan exploration area. These claims are within 60km southwest of Raglan Mine.

Nuvulik block is north to Belanger block, about 40km due west of the Raglan Mine.

Masuparia block is less than 10 km due south of Raglan Mine.

Wakeham block is in the east region of Raglan exploration area. These claims are 20km of the Raglan Mine.

Ungava block is located south of the Wakeham block. These claims are within 30 km of the Raglan Mine.

Bravo block is the newly acquired property conveniently located between Masuparia, Nuvulik, and Belanger block.

On June 20, 2007, the Company had closed its acquisition from Novawest Resources Inc. (“Novawest”) of all of Novawest’s interest in its properties in the Raglan belt and associated assets (the “Property”). As consideration for the sale of the Property, the Company has (i) paid to Novawest \$4 million by cash; (ii) issued to Novawest 5,000,000 shares; and (iii) issued 2,000,000 common share purchase warrants with each warrant entitling Novawest to purchase one common share of the Company at \$0.35 per share for a period of five years from the closing date.

The Company also agreed to complete a \$2 million exploration program on the Property during 2007 and has granted a 1% net smelter royalty on the Property to Novawest, with the exception of any portion of Property that carries any royalty to any other person. One half of the royalty may be purchased by the Company at any time for \$1 million.

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
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Note 6. **Mineral Properties (cont'd)**

(b) – (g) Raglan Area Properties – District of Northern Quebec (cont'd)

On August 17, 2007, the Company announced that it had closed its acquisition from Cascadia International Resources Inc. (“Cascadia”) of all of Cascadia’s interest in its properties in the Raglan belt and associated assets (the “Property”). As consideration for the sale of the Property, the Company had (i) paid to Cascadia \$2 million; (ii) issued to Cascadia two million shares; (iii) issued two million common share purchase warrants, each warrant entitling Cascadia to purchase one common share of the Company at \$0.35 per share until August 16, 2012; and (iv) granted a 0.5% net smelter royalty on the Property to Cascadia, with the exception of any portion of the Property that carries any royalty to any other person, other than Novawest Resources Inc.

(h) Raglan Properties 2007 Season

The Company’s 2007 drilling program commenced in July 2007 at the Company’s Belanger-Bravo claim blocks, located 80 km southwest of Xstrata Nickel’s Raglan Mine. The planned 125 hole diamond drill core program will total 25,000 metres, making it the largest drill program ever undertaken by the Company.

Costs incurred in 2007 season relating to the Raglan project will be allocated to individual properties upon completion of the cost analysis of the project.

(i) Deposit on Mineral Properties

As at October 31, 2007, the deposit on mineral properties was \$145,330 consisting the following:

- a. Deposit of \$20,000 paid for advance royalty payment
- b. Deposit on mining camp services including:

Consulting	54,105
Camp services	42,000
Mapping	<u>29,225</u>
	<u>\$125,330</u>

(j) Mineral Exploration Credits

As a result of the Company incurring exploration expenditures on its Quebec mineral properties, the Company has an accumulated Quebec corporate tax credits and Quebec mining duties credits of \$5,766,506, \$2,558,709 of which has not been received as at October 31, 2007 and has been included in accounts receivable (Note 3).

GOLDBROOK VENTURES INC.
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Note 7. **Capital Stock**

(a) **Authorized: unlimited common shares and unlimited preference shares**

(b) **Issued and outstanding:**

	For the six months ended October 31, 2007		For the year ended April 30, 2007	
	Number of Common Shares	\$	Number of Common Shares	\$
Balance, April 30, 2007 and 2006	80,236,843	\$ 25,728,559	61,296,213	\$ 20,561,555
<u>Common shares issued for cash</u>				
- Private Placement @ \$0.30			500,000	150,000
- Private Placement @ \$0.35	19,513,034	6,829,562	17,200,000	6,020,000
- Private Placement @ \$0.40	15,000,000	6,000,000		
- Private Placement @ \$0.43	4,162,790	1,790,000		
- Private Placement @ \$0.35	12,551,357	4,392,975		
- Private Placement @ \$0.43	5,430,000	2,334,900		
- Commissions & legal fees		(1,476,751)	-	(250,741)
- Commissions taken in shares	663,600		693,225	-
- Warrants exercised @ \$0.30	434,500	130,350	10,000	3,000
- Options exercised @ \$0.23	50,000	11,500	86,000	19,780
- Options exercised @ \$0.225	450,000	101,250	451,000	101,475
- Options exercised @ \$0.365	254,000	92,710		
- Options exercised @ \$0.36	214,000	77,040		
- Warrants exercised @ \$0.30	505,000	151,500		
<u>Common shares issued for property acquisition</u>				
- Novawest @ \$0.33	5,000,000	1,650,000		
- Cascadia @ \$0.35	2,000,000	700,000		
<u>Valuation adjustments of warrants & options</u>				
Black-Scholes valuation on warrants granted		(6,024,483)		(1,117,827)
Reverse Black-Scholes valuation on warrants exercised		122,135		150,897
Reverse Black-Scholes valuation on options exercised		134,440		90,420
Subtotal	66,228,281	17,017,128	18,940,225	5,167,004
Adjustment on Number of Shares	-	-	405	-
Balance, October 31, 2007 and April 30, 2007	146,465,124	\$ 42,745,687	80,236,843	\$ 25,728,559

Number of Shares in Escrow: 2,421,136 common shares owned by Masuparia Gold Corporation are in escrow and are subject to release upon regulatory approvals (Note 6(f)).

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
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Note 7. **Capital Stock (cont'd)**

(c) **Private Placement**

- On June 8, 2007, the Company closed its two private placements of flow-through units (the "FT Units") and units (the "Units"). Pacific International Securities Inc. ("PI") acted as agent for one of the private placements, pursuant to which the Company has issued 15,000,000 FT Units at a price of \$0.40 per FT Units and 1,693,000 Units at a price of \$0.35 per Unit, for gross proceeds of \$6,592,550. Gilford Securities Inc. ("Gilford") acted as agent for the other private placement, pursuant to which the Company has issued 17,820,034 Units at a price of \$0.35 per Unit, for gross proceeds of \$6,237,011.

Each FT Unit consists of: (a) one flow-through common share; (b) one half of one transferable non-flow-through share purchase warrant (an "A Warrant"), each whole A Warrant being exercisable into one common share for three years from closing date at a price of \$0.50; and (c) one half of one transferable non-flow-through share purchase warrant (a "B Warrant"), each whole B Warrant being exercisable into one common share for three years from the closing date at a price of \$1.00. Each Unit consists of: (a) one non-flow-through common share; (b) one half of one A Warrant; and (c) one half of one B Warrant.

As consideration for acting as agent, PI received a cash commission of \$254,278, 592,000 units with the same terms as the Units, and 1,669,300 agent's options (the "Agent's Options"). Each Agent's Option is exercisable for one common share for two years from the closing date at a price of \$0.50. As consideration for acting as agent, Gilford received a cash commission of US \$411,257 and 1,782,003 Agent's Options.

All of the securities issued pursuant to the private placement are subject to a hold period expiring on October 8, 2007.

- On September 7, 2007, the Company closed its non-brokered private placement of flow-through units (the "FT Units") announced on August 13, 2007. An aggregate of 4,162,790 FT Units at \$0.43 per unit were placed, for gross proceeds of \$1,789,999.70.

In connection with the private placement, PI Financial Corp. will receive a cash finder's fee of \$100,239.97, 71,600 units (the "Finder's Units") and 416,279 warrants (the "Finder's Warrants"). Each Finder's Unit consists of: (i) one non-flow-through common share; (ii) one-half of one common share purchase warrant exercisable into one common share for a period of three years from the closing date at a price of \$0.50; and (iii) one-half of one common share purchase warrant exercisable into one common share for a period of three years from the closing date at a price of \$1.00. Each Finder's Warrant is exercisable for one common share for a period of two years from the closing date at a price of \$0.50.

All of the securities issued pursuant to the private placement are subject to a hold period expiring four months and one day from the closing date.

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
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Note 7. **Capital Stock (cont'd)**

(c) **Private Placement (cont'd)**

- On October 22, 2007, the Company closed the first tranche of its non-brokered private placement of flow-through units (the "FT Units"). An aggregate of 5,430,000 FT Units were placed, for gross proceeds of \$2,334,900.

Each FT Unit consists of one flow-through common share and one half of one transferable non-flow-through share purchase warrant (a "Warrant"). Each whole Warrant is exercisable into one common share for three years from the closing date at a price of \$0.50.

In connection with the private placement, PI Financial Corp. will receive a cash finder's fee equal to 7% of the gross proceeds from the sale of the FT Units and warrants equal in number to 10% of the aggregate number of FT Units sold (the "Finder's Warrants"). Each Finder's Warrant is exercisable for one common share for a period of two years from the closing date at a price of \$0.50.

All of the securities issued pursuant to the private placement are subject to a hold period expiring four months and one day from the closing date.

(d) **Shareholder Rights Plan**

On November 17, 2005, the Board of Directors of the Company proposed a shareholder right plan (the "Plan"). The Plan was approved by the shareholders of the Company at the Annual General Meeting held on December 22, 2005.

Under the Plan, the Company has issued one right for no consideration in respect of each outstanding common share of the Company to all holders of record on November 17, 2005. All common shares issued by the Company during the term of the Plan will have one right represented by the certificates representing the common shares of the Company. The term of the Plan is three years, subject to re-approval by the shareholders of the Company at their 2008 Annual Meeting.

The Plan is intended to provide the Board of Directors with adequate time to consider value enhancing alternatives to a take-over bid and allow competing bids to emerge, and to provide the shareholders of the Company adequate time to properly assess a take-over bid without undue pressure. The Plan is also intended to ensure that the shareholders of the Company are provided equal treatment under a takeover bid. The Company is not currently aware of any pending or threatened take-over bid for the Company.

The Rights issued under the Plan become exercisable only if a person acquires 20% or more of the common shares of the Company without complying with the "permitted bid" provisions in the Plan or without the approval of the Board of Directors of the Company. Should such an acquisition occur, rights holders (other than the acquiring person or related persons) can purchase common shares of the Company at half the prevailing market price (as defined in the Plan) at the time the Rights become exercisable. Each Right, upon exercise, would permit the purchase of shares of the Company at a substantial discount to the market price.

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
October 31, 2007

Note 7. **Capital Stock (cont'd)**

(d) Shareholder Rights Plan (cont'd)

“Permitted bids” under the Plan must be made to all shareholders for all shares of the Company, and must be open for acceptance for a minimum of 60 days. If at least 50% of the outstanding shares have been tendered and not withdrawn after 60 days, if at least 50% of the outstanding shares have been tendered and not withdrawn after 60 days, the bidder may take up the shares, but must make a public announcement of that take-up and extend the bid for a further 10 days to allow other shareholders to tender to the bid.

(e) Stock Options – Common Shares

The Company, in accordance with a Stock Option Plan approved by shareholders and accepted by the TSX Venture Exchange, is authorized to grant options to directors, officers and employees to acquire up to 10% of issued and outstanding common stock. The exercise price of each option equals the market price of the Company’s stock on the date of grant.

On June 28, 2007, the Company announced that pursuant to the Company’s stock option plan, an aggregate of 3,747,000 incentive stock options had been granted to certain of its directors, officers, employees and consultants. The stock options are exercisable at a price of \$ 0.36 per common share for a period of five years

During the six months ended October 31, 2007, 50,000 stock options were exercised at \$0.23 per share, 450,000 stock options were exercised at \$0.225 per share, 254,000 stock options were exercised at \$0.365 per share, and 214,000 stock options were exercised at \$0.36 per share.

Stock options outstanding are summarized as follows:

	Shares Under Stock Options	Exercise Price Per Share
	<u>Options</u>	<u>Per Share</u>
Balance Outstanding, April 30, 2007	6,092,000	\$ 0.243
Granted	3,747,000	0.360
Exercised	(450,000)	0.225
Exercised	(50,000)	0.230
Exercised	(254,000)	0.365
Exercised	(214,000)	0.360
Balance Outstanding, October 31, 2007	<u>8,871,000</u>	

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
October 31, 2007

Note 7. **Capital Stock (cont'd)**

(e) **Stock Options – Common Shares (cont'd)**

The fair value of the 3,747,000 stock options granted on June 28, 2007 are estimated on the date of grant using a Black-Scholes option pricing model with the following weighted average assumptions:

Dividend Yield	Nil
Expected volatility	78%
Risk free rate of return	6%
Expected life of options	5 years

The weighted average fair value of the 3,747,000 options granted on June 28, 2007 was \$0.19 per option granted. Those stock options resulted in a stock-based compensation of \$711,930 which is expensed during the current quarter.

(f) **Share Purchase Warrants – Common Shares**

	<u>Warrants</u>	<u>Expiry Date</u>	<u>Exercise Price</u>
	1,000,000	May 4, 2006	\$0.65
	195,500	Oct. 28, 2007	\$0.30
	9,866,300	Oct. 27, 2010	\$0.30
	9,196,613	Oct. 4, 2009	\$0.45
	9,196,612	Oct. 4, 2009	\$1.00
	1,770,000	Oct. 4, 2008	\$0.45
Balance Outstanding, April 30, 2007	30,225,025		
Issued	8,642,500	June 7, 2010	\$0.50
Issued	8,642,500	June 7, 2010	\$1.00
Issued	3,451,303	June 7, 2009	\$0.50
Issued	2,081,395	September 4, 2010	\$0.50
Issued	35,800	September 6, 2010	\$0.50
Issued	35,800	September 6, 2010	\$1.00
Issued	416,279	September 6, 2009	\$0.50
Issued	6,275,679	September 27, 2010	\$0.50
Issued	6,275,678	September 27, 2010	\$1.00
Issued	1,255,135	September 27, 2009	\$0.50
Issued	2,715,000	October 21, 2010	\$0.50
Issued for Novawest property acquisition	2,000,000	June 19, 2012	\$0.35
Issued for Cascadia property acquisition	2,000,000	August 16, 2012	\$0.35
Exercised	(939,500)		\$0.30
Balance Outstanding, October 31, 2007	73,112,594		

Note 7. **Capital Stock (cont'd)**

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
October 31, 2007

(g) Share Reserved – Common Shares

Details	Number of Shares	
	October 31,	
	2007	2006
Stock options	8,871,000	5,629,000
Share Purchase Warrants	73,112,594	30,235,025
TOTAL	81,983,594	35,864,025

Note 8. Accumulated Other Comprehensive Income

Pursuant to the new financial instrument standards (CICA Section 3855 and Section 1530), the Company classifies its marketable securities as “available for sale” and records the marketable securities at their fair values (Note 4). The change of unrealized gain or loss of the marketable securities (other comprehensive income) is reflected in “accumulated other comprehensive income”. An adjustment to the opening accumulated other comprehensive income was made to bring the opening value of marketable securities from lower of cost and market to market value. The changes of accumulated other comprehensive income during the period are:

	October 31, 2007
Balance, beginning of period	\$
Adjustment to opening balance	6,973
Other comprehensive income for the period	(48,078)
Balance, end of period	\$ (41,105)

Note 9. Related Party Transactions

The Company retains the services of certain directors and officers of the Company, or by companies controlled by directors, officers, and related parties. Fees are paid for these services on a month-by-month basis without formal agreements.

There is no amount due to related parties included in accounts payable and accrued liabilities at October 31, 2007 (October 31, 2006 - \$Nil).

During the six months ended October 31, 2007 and 2006, the Company was charged the following amounts by directors and officers of the Company or by companies controlled by directors, officers, and related parties:

	Six months ended October 31,	
	2007	2006
Consulting fees		
- Financial	\$ 15,000	\$ 15,000
- Marketing	24,000	21,000
- Shareholders’ communication	30,000	30,000
Management fees	102,500	40,000
Website fees	14,025	9,000
Deferred exploration costs	172,880	95,750
Total	\$ 358,405	\$ 210,750

GOLDBROOK VENTURES INC.
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Note 10. **Loss per Common Share**

	Six months ended October 31, 2007	
	Weighted Average Common Shares Outstanding	Loss Per Common Share
Basic	117,584,270	<u>\$0.015</u>
Effect of stock options	7,979,913	
Effect of stock purchase warrants	52,034,466	
Diluted	177,598,649	<u>\$0.015</u>
Anti Dilutive	117,584,270	

The diluted loss per common share does not increase above the basic loss per common share, due to anti-dilutive factors.

Note 11. **Contributed Surplus**

Stock Based Compensation

	Six months ended October 31,	
	2007	2006
Balance, Beginning of the period	\$ 1,887,481	\$ 1,600,151
Reverse fair value of exercised options	(134,441)	-
Stock-based compensation	711,930	102,680
Balance, Ending of the Period	\$ 2,464,970	\$ 1,702,831

Note 12. **General and Administrative Expenses**

	Six months ended October 31,	
	2007	2006
<u>Consulting fees</u>		
Financial	\$ 113,507	\$ 18,633
Shareholders' communication	31,000	39,000
Corporate administration	66,000	33,000
Marketing	52,350	30,632
	\$ 262,857	\$ 121,265

GOLDBROOK VENTURES INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
October 31, 2007

Note 12. **General and Administrative Expenses (cont'd)**

	Six months ended October 31,	
	2007	2006
<u>Professional fees</u>		
Accounting and audit fees	\$ 45,788	\$ 34,616
Legal fees	146,812	12,077
	\$ 192,600	\$ 46,693

	Six months ended October 31,	
	2007	2006
<u>Shareholder communication, travel and promotion</u>		
Advertising & promotion	\$ 6,435	\$ 7,323
Conferences & shows	32,252	6,250
Mail-out & couriers	8,700	3,396
Press releases	3,024	-
Printing	13,365	4,495
Telephone, internet, website	55,439	54,922
Travel & entertainment	93,546	68,804
Other	3,158	-
	\$ 215,919	\$ 145,190

Office and general expenses

	Six months ended October 31,,	
	2007	2006
Interest and bank charges	\$ 69,085	\$ 1,513
Services	7,674	3,597
Supplies	8,852	5,480
Postage and couriers	566	3,024
Rent and telephone	55,547	29,175
Equipment rental	27,853	-
Other	3,668	3,851
	\$ 173,245	\$ 46,640

GOLDBROOK VENTURES INC.
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Note 13. **Subsequent Events**

On November 23, 2007, the Company closed the second tranche of its non-brokered private placement of flow-through units. An aggregate of 650,000 FT Units were placed in the second tranche, for gross proceeds of \$279,500. The Company placed 5,430,000 FT Units in the first tranche of the private placement, for gross proceeds of \$2,334,900.

Each flow-through unit consists of one flow-through common share and one half of one transferable non-flow-through share purchase warrant. Each whole warrant is exercisable into one common share for three years from the closing date at a price of \$0.50.

In connection with the private placement, PI Financial Corp. ("PI") will receive a finder's fee equal to 7% of the gross proceeds from the sale of the flow-through units, which PI has elected to receive as 104,576 units and \$146,406 in cash. The finder's units have a deemed price of \$0.35 per unit and each finder's unit consists of one common share and one half of warrant. PI will also receive warrants, which equal in number to 10% of the aggregate number of flow-through units sold, that are exercisable for one common share for a period of two years from the closing date at a price of \$0.50.

All of the securities issued pursuant to the private placement are subject to a hold period expiring four months and one day from the closing date.