

**GOLDBROOK VENTURES INC.**  
**INTERIM FINANCIAL STATEMENTS**

**October 31, 2008**

*(Unaudited)*

NOTICE TO READER

INTERIM BALANCE SHEET

INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS

INTERIM STATEMENT OF 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, 2008.

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### **NOTICE TO READER**

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The interim balance sheet as at October 31, 2008 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*

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David Baker, Director  
December 17, 2008

*/s/ Earl Terris*

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Earl Terris, Director  
December 17, 2008

**GOLDBROOK VENTURES INC.**  
**BALANCE SHEET**  
(With comparative figures at April 30, 2008)

	<u>October 31, 2008</u>	<u>April 30, 2008</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 1,877,043	\$ 127,779
Accounts receivable (Note 3)	9,474,995	9,053,062
Prepaid expenses	45,289	61,042
Total Current Assets	<u>11,397,327</u>	<u>9,241,883</u>
<b>Marketable Securities</b> (Note 4)	<u>6,000</u>	<u>219,260</u>
<b>Deposits on Mineral Properties</b> (Note 6(i))	<u>1,450,000</u>	<u>10,000</u>
<b>Mineral Properties</b> (Note 6)	<u>32,827,903</u>	<u>35,240,199</u>
<b>Property and Equipment, net</b> (Note 5)	<u>46,913</u>	<u>39,789</u>
<b>TOTAL ASSETS</b>	<u>\$ 45,728,143</u>	<u>\$ 44,751,131</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$ 3,773,061	\$ 3,795,461
<b>Shareholders' Equity</b>		
Authorized: unlimited common shares and unlimited preferred shares		
Issued – 174,484,200 common shares		
(April 30, 2008 – 148,289,700 common shares) (Note 7(b))	43,576,144	41,081,214
Common shares subscribed not issued	-	673,951
Common share purchase warrants outstanding (Note 7(f))	10,761,069	10,531,999
Contributed surplus (Note 11)	3,611,371	3,211,371
Accumulated other comprehensive loss (Note 8)	(27,000)	(168,772)
	<u>57,921,584</u>	<u>55,329,763</u>
Deficit, accumulated during the development stage	(15,966,502)	(14,374,093)
Total Shareholders' Equity	<u>41,955,082</u>	<u>40,955,670</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<u>\$ 45,728,143</u>	<u>\$ 44,751,131</u>

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 LOSS AND COMPREHENSIVE LOSS**

	<b>3 Months 31-Oct-08</b>	3 Months 31-Oct-07	<b>6 Months 31-Oct-08</b>	6 Months 31-Oct-07
	-	-	-	-
<b>GENERAL &amp; ADMINISTRATIVE EXPENSES</b>				
Depreciation on property and equipment	\$ 3,282	\$ 2,172	\$ 6,564	\$ 4,344
Consulting fees (Note 12)	108,300	129,850	206,662	262,857
Management fees	67,500	55,500	127,000	102,500
Office and general expenses (Note 12)	76,414	116,099	168,764	173,245
Professional fees (Note 12)	82,491	90,875	140,191	192,600
Regulatory fees & services	7,652	37,739	27,537	99,754
Shareholders' communication, travel & promotion (Note 12)	141,628	80,786	202,426	215,919
Stock option compensation	-	-	400,000	711,930
Wages and benefits	84,603	27,853	117,827	54,133
Total General and Administration Expenses	<u>(571,870)</u>	<u>(540,874)</u>	<u>(1,396,971)</u>	<u>(1,817,282)</u>
<b>LOSS BEFORE OTHER ITEMS</b>	<b>(571,870)</b>	<b>(540,874)</b>	<b>(1,396,971)</b>	<b>(1,817,282)</b>
<b>OTHER ITEMS</b>				
Interest income	2,984	(16,342)	6,178	46,881
Gain (loss) from sale of investments	-	-	(201,616)	-
<b>NET LOSS BEFORE COMPREHENSIVE LOSS</b>	<u><b>(568,886)</b></u>	<u><b>(524,532)</b></u>	<u><b>(1,592,409)</b></u>	<u><b>(1,770,401)</b></u>
<b>OTHER COMPREHENSIVE LOSS</b>				
Unrealized (loss) from marketable securities	(4,500)	(18,748)	(9,000)	(48,078)
<b>COMPREHENSIVE LOSS FOR THE PERIOD</b>	<u><b>(573,386)</b></u>	<u><b>(543,280)</b></u>	<u><b>(1,601,409)</b></u>	<u><b>(1,818,479)</b></u>

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

**GOLDBROOK VENTURES INC.  
INTERIM STATEMENT OF DEFICIT**

	<b>3 Months <u>31-Oct-08</u></b>	<b>3 Months <u>31-Oct-07</u></b>	<b>6 Months <u>31-Oct-08</u></b>	<b>6 Months <u>31-Oct-07</u></b>
<b>DEFICIT, BEGINNING OF PERIOD</b>	<b>\$(15,397,616)</b>	\$ (11,875,019)	<b>\$ (14,374,093)</b>	\$ (10,629,150)
<b>NET LOSS FOR THE PERIOD</b>	<b>(568,886)</b>	(524,532)	<b>(1,592,409)</b>	(1,770,401)
<b>DEFICIT, END OF PERIOD</b>	<b>\$ (15,966,502)</b>	\$ (12,399,551)	<b>\$ (15,966,502)</b>	\$ (12,399,551)
<b>Weighted Average Common Shares Outstanding (Note 11)</b>				
- Basic			<b>165,292,428</b>	117,584,270
- Diluted			<b>287,624,344</b>	177,598,649
<b>LOSS PER COMMON SHARE</b>				
- Basic			<b>\$ (0.010)</b>	\$ (0.015)
- Diluted			<b>\$ (0.010)</b>	\$ (0.015)

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

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

	<b>3 Months 31-Oct-08</b>	3 Months 31-Oct-07	<b>6 Months 31-Oct-08</b>	6 Months 31-Oct-07
<b>FUNDS DERIVED FROM (Applied to)</b>				
<b>Operating Activities</b>				
Comprehensive Loss for period	\$(573,386)	\$(543,280)	\$(1,601,409)	\$(1,818,479)
Items not involving cash				
Depreciation on property and equipment	3,282	2,172	6,564	4,344
Loss from sale of investments	-	-	201,616	
Stock-based compensation	-	-	400,000	711,930
Other comprehensive loss	4,500	18,748	9,000	48,078
	<u>(565,604)</u>	<u>(522,360)</u>	<u>(984,229)</u>	<u>(1,054,127)</u>
Changes in non-cash working capital balances				
(Increase) Decrease in accounts receivable	(310,312)	(492,190)	(421,933)	(1,229,194)
(Increase) Decrease in prepaid expenses	(11,217)	7,254	15,753	37,984
Increase (Decrease) in accounts payable	1,035,607	3,193,844	(22,400)	5,038,509
	<u>148,474</u>	<u>2,186,548</u>	<u>(1,412,809)</u>	<u>2,793,172</u>
<b>Investing Activities</b>				
Acquisition of investments in public company shares	-	-	-	(110,040)
Disposal of investments in public company shares	-		153,416	
Deposits for mining camp services	1,828,887	50,295	(1,440,000)	992,462
Deferred acquisition & exploration costs	(147,963)	(12,387,870)	2,412,296	(24,464,208)
Purchase of capital assets	-	-	(13,688)	(28,291)
	<u>1,680,924</u>	<u>(12,337,575)</u>	<u>1,112,024</u>	<u>(23,610,077)</u>
<b>Financing Activities</b>				
Common shares issued	-	8,697,681	2,724,000	21,135,035
Shares subscribed not issued	-	-	(673,951)	-
	<u>-</u>	<u>8,697,681</u>	<u>2,050,049</u>	<u>21,135,035</u>
<b>Cash, Increase (Decrease) During Period</b>	<b>1,829,398</b>	<b>(1,453,346)</b>	<b>1,749,264</b>	<b>318,130</b>
<b>CASH, BEGINNING OF PERIOD</b>	<b>47,645</b>	<b>2,628,844</b>	<b>127,779</b>	<b>857,368</b>
<b>CASH, END OF PERIOD</b>	<b><u>\$1,877,043</u></b>	<b><u>\$1,175,498</u></b>	<b><u>\$1,877,043</u></b>	<b><u>\$1,175,498</u></b>

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

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

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**Note 1. Nature of Operations and Going Concern**

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.

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") applicable to a going concern which assume that the Company will realize its assets and discharge its liabilities in the normal course of business. The Company has incurred losses since inception of \$15,966,502, and the Company will need additional funds to continue to explore and, if exploration is successful, to develop its properties. These factors create substantial doubt as to the ability of the Company to continue as a going concern unless sufficient funds are raised for ongoing operations. The Company intends to raise funds by private placements. Realization values may be substantially different from the carrying values as shown in these financial statements should the Company be unable to continue as a going concern.

**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.

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
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Note 2. **Summary of Significant Accounting Policies (cont'd)**

(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.

(d) Financial Instruments

(i) Financial Instruments – Change in Accounting Policies

Effective May 1, 2007, the Company has adopted three new accounting standards related to financial instruments that were issued by the Canadian Institute of Chartered Accountants (“CICA”) in 2005. These accounting policy changes were adopted on a prospective basis with no restatement of prior period financial statements. The new standards and accounting policy changes are as follows:

*Recognition and Measurement – Impact of adopting Sections 3855 and 3861*

In accordance with this new standard the Company now classifies all financial instruments as either held-to-maturity, available-for-sale, held for trading or loans and receivables. Financial assets held to maturity, loans and receivables and financial liabilities other than those held for trading, are measured at amortized cost. Available for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments classified as held for trading are measured at fair value with unrealized gains and losses recognized on the statement of loss.

*Comprehensive Income – Impact of adopting Section 1530*

The standard introduces the concept of comprehensive loss, which consists of net loss and other comprehensive income. The Company’s financial statements now include a Statement of Comprehensive Loss integrated with the statement of operations, which includes the components of comprehensive income. For the Company, other comprehensive income (“OCI”) is comprised of the unrealized gains on available-for-sale financial assets arising during the year.

Cumulated changes in OCI are included in Accumulated Other Comprehensive Income (“AOCI”), which is presented as a new category within shareholders’ equity on the balance sheet.

*Hedges (CICA Handbook Section 3865)*

The new standard specifies the criteria under which hedge accounting can be applied and how hedge accounting can be executed. The Company has not designated any hedging relationships.

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

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

(d) Financial Instruments (cont'd)

(ii) Future Accounting Policies

*Capital Disclosures*

On December 1, 2006, the CICA issued Section 1535, Capital Disclosures. Section 1535 requires the disclosure of (i) an entity's objectives, policies and process for managing capital; (ii) quantitative data about an entity's managed capital; (iii) whether an entity has complied with capital requirements; and, (iv) if an entity has not complied with such capital requirements, the consequences of such non-compliance. This standard became effective on January 1, 2008.

*Financial Instruments - Disclosures and presentation*

On December 1, 2006, the CICA issued two new accounting standards, Section 3862, Financial Instruments – Disclosures and Section 3862, Financial Instruments – Presentation. These standards replace Section 3861, Financial Instruments – Disclosure and Presentation and enhance the disclosure of the nature and extent of risks arising from financial instruments and how the entity manages those risks. These new standards became effective on January 1, 2008.

(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.

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

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

(g) Mineral Properties 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. Quebec corporate tax credits and mining duties credits based on exploration expenses incurred on Quebec properties are recorded as a decrease to deferred exploration costs. 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 in 2004 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, 2008**

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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 six months ended October 31, 2008, all of the outstanding stocks are antidilutive (see Note 10).

Note 3. **Accounts Receivable**

The followings are included in accounts receivable

	<u>October 31, 2008</u>	<u>April 30, 2008</u>
GST receivable	\$ 208,732	\$ 54,061
QST receivable	361,144	93,882
Quebec Mining Duties credit receivable (Note 6(j))	1,991,365	1,991,365
Quebec Corporate Tax credit receivable (Note 6(j))	6,901,261	6,901,261
Receivable from related party (Note 9)	12,493	12,493
<b>Total</b>	<b>\$ 9,474,995</b>	<b>\$ 9,053,062</b>

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
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**Note 4. Marketable Securities**

As October 31, 2008, the Company had available for sale securities as follows:

	<b>October 31, 2008</b>			<b>April 30, 2008</b>		
	<u># of shares</u>	<u>Cost</u>	<u>Market value</u>	<u># of shares</u>	<u>Cost</u>	<u>Market value</u>
<b><u>Common Shares</u></b>						
Resolve Ventures Inc.	<b>150,000</b>	<b>\$33,000</b>	<b>\$6,000</b>	1,060,000	\$233,200	\$106,000
Masuparia Gold Corp.	-	-	-	566,300	154,833	113,260
		<b>\$33,000</b>	<b>\$6,000</b>		<b>\$388,033</b>	<b>\$219,206</b>

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**

	<b>October 31, 2008</b>		<b>April 30, 2008</b>	
	<b>Cost</b>	<b>Accumulated Depreciation</b>	<b>Cost</b>	<b>Accumulated Depreciation</b>
Office equipment	\$ 20,058	\$ 11,598	\$ 18,673	\$ 10,734
Computer equipment	79,356	40,903	67,053	35,203
	<b>\$ 99,414</b>	<b>\$ 52,501</b>	<b>\$ 85,726</b>	<b>\$ 45,937</b>
		<b>\$ 8,460</b>		<b>\$ 7,939</b>
		<b>\$ 38,453</b>		<b>\$ 31,850</b>
		<b>\$ 46,913</b>		<b>\$ 39,789</b>

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

Note 6. **Mineral Properties**

	Balance, April 30, 2008	Increased in the six months ended October 31, 2008	Balance, October 31, 2008
(a) <b>Onaman River</b>			
Acquisition costs	\$ -	\$ -	\$ -
Deferred exploration costs			
- Claims maintenance & staking	4,736	3,710	<b>8,446</b>
Total deferred exploration costs	4,736	3,710	<b>8,446</b>
<b>Total Onaman River</b>	<b>4,736</b>	<b>3,710</b>	<b>8,446</b>
(b) <b>Belanger</b>			
Acquisition costs			
- Cash	121,200	-	<b>121,200</b>
- Shares	620,772	-	<b>620,772</b>
Total acquisition costs	741,972	-	<b>741,972</b>
Deferred exploration costs			
- Assays	214,274	-	<b>214,274</b>
- Claims maintenance & staking	144,446	88,504	<b>232,950</b>
- Consultants	307,282	-	<b>307,282</b>
- Drilling	3,008,223	-	<b>3,008,223</b>
- Equipment and rental	235,468	-	<b>235,468</b>
- Field work & mobilization	9,708,038	-	<b>9,708,038</b>
- Geophysical survey	2,586,660	-	<b>2,586,660</b>
- Legal	54,100	-	<b>54,100</b>
- Field office and general	27,883	-	<b>27,883</b>
- Reports & maps	97,923	-	<b>97,923</b>
- Site visits	13,023	-	<b>13,023</b>
- Fuel and fuel storage	1,077,065	-	<b>1,077,065</b>
- Salaries and wages	484,685	-	<b>484,685</b>
Total deferred exploration costs	17,959,070	88,504	<b>18,047,574</b>
Mineral exploration credits	(7,390,509)	-	<b>(7,390,509)</b>
<b>Total Belanger</b>	<b>\$ 11,310,533</b>	<b>88,504</b>	<b>\$ 11,399,037</b>

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

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

	Balance, April 30, 2008	Increased in the six months ended October 31, 2008	Balance, October 31, 2008
(c) <b>Nuvilik</b>			
Acquisition costs			
- Cash	\$ 67,033	\$ -	\$ 67,033
- Shares	445,848	-	445,848
<b>Total acquisition costs</b>	<b>512,881</b>	<b>-</b>	<b>512,881</b>
Deferred exploration costs			
- Assays & sampling	8,299	-	8,299
- Claims maintenance & staking	164,958	61,825	226,783
- Consultants	98,859	-	98,859
- 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
<b>Total deferred exploration costs</b>	<b>1,328,380</b>	<b>61,825</b>	<b>1,390,205</b>
Mineral exploration credits	(484,232)	-	(484,232)
<b>Total Nuvilik</b>	<b>1,357,029</b>	<b>61,825</b>	<b>1,418,854</b>
(d) <b>Ungava</b>			
Acquisition costs			
- Cash	134,828	-	134,828
- Shares	323,736	-	323,736
<b>Total acquisition costs</b>	<b>458,564</b>	<b>-</b>	<b>458,564</b>
Deferred exploration costs			
- Assays	38,305	-	38,305
- Claims maintenance & staking	494,731	106,769	601,500
- Consultants	234,665	(5,676)	228,989
- 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
<b>Total deferred exploration costs</b>	<b>4,634,083</b>	<b>101,093</b>	<b>4,735,176</b>
Mineral exploration credits	(1,703,385)	-	(1,703,385)
<b>Total Ungava</b>	<b>\$ 3,389,262</b>	<b>101,093</b>	<b>\$ 3,490,355</b>

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

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

	Balance, April 30, 2008	Increased in the six months ended October 31, 2008	Balance, October 31, 2008
<b>(e) Wakeham</b>			
Acquisition costs			
- Cash	\$ 26,730	\$ -	\$ 26,730
- Shares	1,797,104	-	1,797,104
<b>Total acquisition costs</b>	<b>1,823,834</b>	<b>-</b>	<b>1,823,834</b>
Deferred exploration costs			
- Assays	35,284	-	35,284
- Claims maintenance & staking	220,796	97,495	318,291
- Consultants	217,215	-	217,215
- Drilling	491,419	-	491,419
- Equipment & rental	79,985	-	79,985
- Field work & mobilization	2,157,108	-	2,157,108
- Geophysical survey	842,577	-	842,577
- Field office & general	45,922	-	45,922
- Recoveries	(1,885)	-	(1,885)
- Reports & maps	20,207	-	20,207
- Site visits	8,336	-	8,336
- Fuel & fuel storage	157,921	-	157,921
- Salaries & wages	153,425	-	153,425
<b>Total deferred exploration costs</b>	<b>4,428,310</b>	<b>97,495</b>	<b>4,525,805</b>
Mineral exploration credits	(1,662,092)	-	(1,662,092)
<b>Total Wakeham</b>	<b>\$ 4,590,052</b>	<b>97,495</b>	<b>\$ 4,687,547</b>
<b>(f) Masuparia</b>			
Acquisition costs			
- Shares	1,792,040	-	1,792,040
<b>Total acquisition costs</b>	<b>1,792,040</b>	<b>-</b>	<b>1,792,040</b>
Deferred exploration costs			
- Assays	17,479	-	17,479
- Claims maintenance & staking	175,480	88,687	264,167
- Consultants	123,873	-	123,873
- 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
<b>Total deferred exploration costs</b>	<b>1,738,930</b>	<b>88,687</b>	<b>1,827,617</b>
Mineral exploration credits	(647,712)	-	(647,712)
<b>Total Masuparia</b>	<b>\$ 2,883,258</b>	<b>88,687</b>	<b>\$ 2,971,945</b>

**GOLDBROOK VENTURES INC.**  
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**October 31, 2008**

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

	Balance, April 30, 2008	Increased in the six months ended October 31, 2008	Balance, October 31, 2008
(g) <b>Bravo</b>			
Acquisition costs			
- Cash	6,000,000	-	6,000,000
- 5,000,000 shares @ \$0.33, 2,000,000 shares @ \$0.35, and 4,000,000 share purchase warrants @ \$0.35	2,350,000	-	2,350,000
<b>Total acquisition costs</b>	<b>8,350,000</b>	<b>-</b>	<b>8,350,000</b>
Deferred exploration costs			
- Assays	79,472	-	79,472
- Claims & maintenance	128,015	109,531	237,546
- Consultants	84,852	-	84,852
- Drilling	890,785	-	890,785
- Equipment & rental	42,225	-	42,225
- Field work & mobilization	3,043,079	-	3,043,079
- Geophysical survey	806,828	-	806,828
- Reports & maps	31,305	-	31,305
- Fuel & fuel storage	411,216	-	411,216
- Salaries & wages	183,322	-	183,322
Deferred exploration costs	5,701,099	109,531	5,810,630
Mineral exploration credits	(2,345,770)	-	(2,345,770)
<b>Total Bravo</b>	<b>11,705,329</b>	<b>109,531</b>	<b>11,814,860</b>
<b>Raglan project</b>	<b>-</b>	<b>9,536,859</b>	<b>9,536,859</b>
<b>Payment from joint venture partner</b>	<b>-</b>	<b>(12,500,000)</b>	<b>(12,500,000)</b>
<b>Total Mineral Properties</b>	<b>35,240,199</b>	<b>(2,412,296)</b>	<b>32,827,903</b>

(a) **Onaman River Property**

For the year ended April 30, 2002, these mining leases and patents 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 one group and a 10% net profits royalties on the balance of leased claims. The Company wrote-off the nominal value of \$1.00 in the year ended April 30, 2003. Fifteen leases had expired in 2006 and ten more leases in 2007. The Company is working in conjunction with a third party and the Ontario government to return these leases and patents to be in good standing. There are seven patents and eight lease claims which are in good standing. During the six months ended October 31, 2008, the Company paid claim renewal fees to Ontario government to keep the lease claims in good standing.

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

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

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

The Company is holding six property blocks in Raglan area 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**  
**October 31, 2008**

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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.

On August 29, 2008, the Company announced that it had entered into a definitive option and joint venture agreement (the “Agreement”) with Jilin Jien Nickel Industry Co. Ltd. of Panshi, Jilin China (“Jien”) for the exploration and development of the Company’s Raglan District Properties (the “Property”) comprising some 891,000 acres in northern Quebec. Pursuant to the Agreement:

- Jien may earn a 50% interest in the Property by providing funding of \$45 million over three years for exploration on the property (plus any funds rebated by the government for expenditures during the first two years), with a minimum expenditure in the first year of \$12.5 million, a minimum of \$15 million in the second year plus any rebates for expenditures in the first year and a minimum expenditure in the third year of \$17.5 million plus any rebates for expenditures in the second year.
- Upon Jien acquiring a 50% interest, any government rebate from exploration expenditures in the third year will be applied to a fourth year work program and other costs will be funded 50% by Jien and 50% by the Company.
- Jien may earn an additional 10% interest by funding and completing a pre-feasibility study.
- Jien may earn an additional 10% interest by funding and completing a bankable feasibility study.
- Jien may earn an additional 5% interest by providing the Company its share of financing for development on commercial terms in which case the Company will repay its share of the debt from a portion of the net cash flow from production.

As at October 31, 2008, Jien has provided funding of \$12.5 million to the Company for the expenditures of the first year.

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

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

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

The Company has retained PI Financial Corp. (“PI”) as its financial advisor in connection with the Jien transaction (Note 13) and, as consideration for such services, has agreed, subject to regulatory approval, to either issue 250,000 common shares of the Company to PI or pay \$100,000 to PI. 3,287,500 common shares of the Company have been issued and a \$328,750 finder’s fee has been paid to a third party in connection with the Agreement and in accordance with the policies of the TSX Venture Exchange.

**(h) Raglan Properties 2008 Season**

In July 2008, the Company’s commenced its 2008 nickel-copper PGE sulphide exploration program in the Raglan Belt, northern Quebec.

Costs incurred in 2008 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, 2008, the deposit on mineral properties was \$1,450,000 paid for drilling, airborne, field, and consulting services

**(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 \$14,233,700. Of which, Quebec mining duties credits in the amount of \$1,991,365 and Quebec corporate tax credits of \$6,901,261 have not been received as at October 31, 2008 and both have been included in accounts receivable (Note 3). The Company received the \$6,901,261 Quebec corporate tax credits subsequently.

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

Note 7. **Capital Stock**

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

(b) **Issued and outstanding:**

	For the six months ended October 31, 2008		For the year ended April 30, 2008	
	Number of Common Shares	\$	Number of Common Shares	\$
<b>Balance, April 30, 2008 and 2007</b>	<b>148,289,700</b>	<b>\$ 41,081,214</b>	80,236,843	\$ 25,728,559
<u>Common shares issued for cash</u>				
- Private Placement @ \$0.125	21,887,000	2,735,875		
- Private Placement @ \$0.35			19,513,034	6,829,562
- 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			6,080,000	2,614,400
- Commissions & legal fees		(11,875)		(1,628,084)
- Commissions taken in shares	1,020,000		768,176	-
- Warrants exercised @ \$0.30			1,689,500	506,850
- Options exercised @ \$0.23			160,000	36,800
- Options exercised @ \$0.225			460,000	103,500
- Options exercised @ \$0.365			254,000	92,710
- Options exercised @ \$0.36			414,000	149,040
<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>Common shares issued as finder's fee</u>	3,287,500	-		
<u>Valuation adjustments of warrants &amp; options</u>				
Black-Scholes valuation on warrants granted		(229,070)		(8,325,773)
Reverse Black-Scholes valuation on warrants exercised				219,635
Reverse Black-Scholes valuation on options exercised				221,040
Subtotal	<b>26,194,500</b>	<b>2,494,930</b>	68,052,857	15,352,655
Adjustment on Number of Shares	-	-	-	-
<b>Balance October 31, 2008 and April 30, 2008</b>	<b>174,484,200</b>	<b>\$ 43,576,144</b>	148,289,700	\$ 41,081,214

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

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

**(c) Private Placement and Other Issuance of Common Shares**

On June 18, 2008, the Company closed its non-brokered private placement by issuing 21,887,000 units at a price of \$0.125 per unit for gross proceeds of \$2,735,875. Each unit consists of: (a) one common share; and (b) one common share purchase warrant. Each warrant is exercisable into one common share of the Company for a period of one year from the closing at an exercise price of \$0.25.

A finder's fee of \$11,875 and 1,020,000 units were paid in connection with a portion of the private placement. 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.

On October 28, 2008, the Company issued 3,287,500 common shares to a third party as part of the finder's fee in connection with the option and joint venture agreement on Raglan area properties (Note 6(b) – 6(g)).

**(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, 2008**

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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 July 18, 2008, the Company announced that pursuant to the company’s stock option plan, an aggregate of 5,000,000 incentive stock options had been granted to certain directors, officers, employees and consultants. The options have an exercise price of \$0.125 with a five year term.

During the six months ended October 31, 2008, 1,090,000 stock options were cancelled and 270,000 stock options expired.

A summary of the Company’s outstanding stock options as of October 31, 2008 and the changes during the period are presented below:

	<u>Number of Shares</u> <u>Under Stock Options</u>	<u>Weighted Average</u> <u>Exercise Price Per Share</u>
<b>Balance Outstanding, April 30, 2008</b>	12,851,000	\$ 0.259
Granted	5,000,000	0.125
Expired	(270,000)	0.225
Cancelled	(350,000)	0.365
Cancelled	(640,000)	0.360
Cancelled	(100,000)	0.210
<b>Balance Outstanding, October 31, 2008</b>	<b><u>16,491,000</u></b>	

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

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

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

Incentive stock options outstanding at October 31, 2008 to directors, officers and employees are as follows:

Number of options Outstanding and exercisable	Expiry date	Exercise price
712,000	February 9, 2009	\$ 0.225
913,000	June 17, 2009	\$ 0.225
525,000	September 1, 2009	\$ 0.225
500,000	November 1, 2009	\$ 0.260
328,000	February 22, 2010	\$ 0.225
350,000	January 10, 2011	\$ 0.225
670,000	March 3, 2011	\$ 0.230
2,693,000	June 27, 2012	\$ 0.360
4,800,000	January 13, 2013	\$ 0.210
5,000,000	July 17, 2013	\$ 0.125
<u>16,491,000</u>		

The fair value of the 5,000,000 stock options granted on July 18, 2008 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	103%
Risk free rate of return	5.5%
Expected life of options	5 years

The weighted average fair value of the 5,000,000 options granted on July 18, 2008 was \$0.08 per option granted. Those stock options resulted in a stock-based compensation of \$400,000 which is expensed during the six months ended October 31, 2008.

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

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

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

	<u>Warrants</u>	<u>Expiry Date</u>	<u>Exercise Price</u>
	8,372,300	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
	17,552,517	June 7, 2010	\$0.50
	17,552,517	June 7, 2010	\$1.00
	3,451,303	June 7, 2009	\$0.50
	2,081,395	September 4, 2010	\$0.50
	35,800	September 6, 2010	\$0.50
	35,800	September 6, 2010	\$1.00
	416,279	September 6, 2009	\$0.50
	6,275,679	September 27, 2010	\$0.50
	6,275,678	September 27, 2010	\$1.00
	1,255,135	September 27, 2009	\$0.50
	2,715,000	October 21, 2010	\$0.50
	660,288	November 18, 2009	\$0.50
	325,000	November 18, 2010	\$0.50
	2,000,000	June 19, 2012	\$0.35
	2,000,000	August 16, 2012	\$0.35
<b>Balance Outstanding, April 30, 2008</b>	91,167,916		
Issued	22,907,000		\$0.25
Expired	(1,770,000)		\$0.45
<b>Balance Outstanding, October 31, 2008</b>	<b>112,304,916</b>		

**(g) Share Reserved – Common Shares**

	<u>Number of shares</u>	
	<u>October 31, 2008</u>	<u>April 30, 2008</u>
Stock options	<b>16,491,000</b>	12,851,000
Share Purchase Warrants	<b>112,304,916</b>	91,167,916
Total	<b><u>128,795,916</u></b>	<u>104,018,916</u>

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

**Note 8. Accumulated Other Comprehensive Loss**

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 is recorded as unrealized gain or loss. An adjustment in the amount of \$6,973 to the opening accumulated other comprehensive income was made at May 1, 2007 to bring the opening value of marketable securities from lower of cost and market to market value. The accumulated other comprehensive income (loss) during the six months ended October 31, 2008 and the year ended April 30, 2008 includes:

	<b>October 31, 2008</b>	April 30, 2008
Balance, beginning of period	<b>\$ (168,772)</b>	-
Modification to accounting principles related to investments available for sale (Note 2(d)(i))	-	\$ 6,973
Loss realized from selling of marketable securities	<b>150,772</b>	-
Unrealized loss from marketable securities	<b>(9,000)</b>	(175,745)
Balance, end of period	<b>\$ (27,000)</b>	\$ (168,772)

**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, 2008 (October 31, 2007 - \$Nil).

During the six months ended October 31, 2008 and 2007, the Company was charged the following amounts by directors and officers, and their immediate family of the Company or by companies controlled by directors, officers, and related parties:

	Six months ended October 31,	
	<b>2008</b>	2007
Consulting fees		
- Financial	\$ 15,000	\$ 15,000
- Marketing	26,100	24,000
- Shareholders' communication	30,000	30,000
Management fees	127,000	102,500
Professional fees	37,300	-
Salaries	51,000	-
Website fees	16,650	14,025
Deferred exploration costs	51,000	172,880
Total	\$ 354,050	\$ 358,405

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

**Note 9. Related Party Transactions (cont'd)**

During the six months ended October 31, 2008, the Company disposed 910,000 common shares of Resolve Ventures Inc., a company with common directors and management (Note 4). The Company also disposed 566,300 common shares of Masuparia Gold Corp., a company with common directors and management (Note 4) during the current period.

As at October 31, 2008, accounts receivable include miscellaneous expenses paid on behalf of a company with common directors and management in the amount of \$12,493 (2007: \$382).

**Note 10. Loss per Common Share**

	<b>Six months ended October 31, 2008</b>	
	<b>Weighted Average Common Shares Outstanding</b>	<b>Loss Per Common Share</b>
Basic	165,292,428	<u>\$0.010</u>
Effect of stock options	14,502,087	
Effect of stock purchase warrants	107,829,829	
Diluted	287,624,344	<u>\$0.010</u>
Anti Dilutive	165,292,428	

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

	<b>Six months ended October 31,</b>	
	<b>2008</b>	<b>2007</b>
Balance, Beginning of the period	\$ 3,211,371	\$ 1,887,481
Reverse fair value of exercised options	-	(134,441)
Stock-based compensation	400,000	711,930
Balance, End of the period	\$ 3,611,371	\$ 2,464,970

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
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Note 12. **General and Administrative Expenses**

	Six months ended October 31,	
	<u>2008</u>	<u>2007</u>
<u>Consulting fees</u>		
Financial	\$ 46,095	\$ 113,507
Shareholders' communication	34,375	31,000
Corporate administration	82,000	66,000
Marketing	44,192	52,350
	<u>\$ 206,662</u>	<u>\$ 262,857</u>

	Six months ended October 31,	
	<u>2008</u>	<u>2007</u>
<u>Office and general expenses</u>		
Interest and bank charges	\$ 6,592	\$ 69,085
Services	10,800	7,674
Supplies	7,331	8,852
Postage and couriers	2,706	566
Rent and telephone	83,567	55,547
Equipment rental	43,775	27,853
Travel	10,508	-
Other	3,485	3,668
	<u>\$ 168,764</u>	<u>\$ 173,245</u>

	Six months ended October 31,	
	<u>2008</u>	<u>2007</u>
<u>Professional fees</u>		
Accounting and audit fees	\$ 77,575	\$ 45,788
Legal fees	62,616	146,812
	<u>\$ 140,191</u>	<u>\$ 192,600</u>

	Six months ended October 31,	
	<u>2008</u>	<u>2007</u>
<u>Shareholder communication, travel and promotion</u>		
Advertising & promotion	\$ 5,078	\$ 6,435
Conferences & shows	8,837	32,252
Mail-out a& couriers	4,322	8,700
Press releases	6,698	3,024
Printing	9,487	13,365
Telephone, internet, website	59,284	55,439
Travel & entertainment	108,220	93,546
Other	500	3,158
	<u>\$ 202,426</u>	<u>\$ 215,919</u>

**GOLDBROOK VENTURES INC.**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**October 31, 2008**

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Note 13. **Commitments**

On October 24, 2007, the Company engaged PI Financial Corp. (“PI”) as executive consultant with respect to any merger, acquisition, joint venture, substantial asset purchase or sale, or other such transactions contemplated by the Company, or in responding to any offers for such transactions with the Company made by one or more other parties.

Pursuant to the engagement, the Company will pay PI the following fees:

- A \$10,000 retainer fee;
- A fee equal to 2.0% of the total transaction value if 50% or more of the outstanding common shares are acquired by a third party or the Company is combined, merged or amalgamated with another entity;
- A fee of \$150,000 on delivery of a Fairness Opinion, if any;
- Either 250,000 common shares of the Company or \$100,000 cash if a joint venture agreement is entered into between the Company and another company with the subject matter of which is all or a substantial portion of the Company’s mineral properties currently held by it.

The engagement shall terminate on the earlier of April 23, 2009 and the termination by either the Company or PI upon written notice to the other.