

Interim Financial Statements of

**ROCKHAVEN RESOURCES LTD.**

For the six months ended April 30, 2007

**Management's Comments On Unaudited Financial Statements**

The accompanying unaudited interim financial statements of Rockhaven Resources Ltd. for the six months ended April 30, 2007 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These statements have not been reviewed by the Company's external auditors.

# ROCKHAVEN RESOURCES LTD.

Interim Balance Sheets

(Unaudited - Prepared by Management)

	April 30 2007	October 31 2006
<b>ASSETS</b>		
Current assets:		
Cash	\$ 328,377	373,481
GST and other receivables	2,893	9,211
Prepaid expenses	5,250	5,250
	<u>336,520</u>	<u>387,942</u>
Mineral properties	7,500	-
	<u>\$ 344,020</u>	<u>387,942</u>

## LIABILITIES AND SHAREHOLDERS' EQUITY

### Current liabilities:

Accounts payable and accrued liabilities \$ 11,966 19,402

### Shareholders' equity:

Share capital (Note 5) 450,867 450,867  
Contributed surplus (Note 5(d)) 59,240 59,240  
Deficit (178,053) (141,567)

332,054 368,540

\$ 344,020 387,942

See accompanying notes to financial statements

Approved by the Board of Directors:

Signed: "Brian E. Bayley" Director

Signed: "Richard A. Graham" Director

# ROCKHAVEN RESOURCES LTD.

Interim Statements of Loss and Deficit  
(Unaudited - Prepared by Management)

	Three months ended April 30		Six months ended April 30	
	2007	2006	2007	2006
Expenses:				
Accounting and legal fees	\$ -	3,496	9,015	11,832
Consulting	1,000	2,000	1,000	2,000
News releases and shareholder information	193	231	333	231
Office and sundry	62	393	334	969
Office facilities and administrative services	12,000	10,500	24,000	21,245
Stock-based compensation	-	43,290	-	43,290
Transfer agent, listing and filing fees	2,433	13,633	8,236	17,303
	15,688	73,543	42,918	96,870
Interest income	(3,037)	(2,676)	(6,432)	(3,767)
Loss for the period	12,651	70,867	36,486	93,103
Deficit, beginning of period	165,402	33,042	141,567	10,806
Deficit, end of period	\$ 178,053	103,909	178,053	103,909
Basic and diluted loss per share	\$ 0.00	0.03	0.01	0.06
Weighted average number of common shares outstanding	2,600,100	2,212,460	2,600,100	1,647,061

See accompanying notes to financial statements

# ROCKHAVEN RESOURCES LTD.

## Interim Statements of Cash Flow

(Unaudited - Prepared by Management)

	Three months ended April 30		Six months ended April 30	
	2007	2006	2007	2006
Cash provided by (used for):				
Operating activities:				
Loss for the period	\$ (12,651)	(70,867)	(36,486)	(93,103)
Non cash items:				
Stock-based compensation	-	43,290	-	43,290
Changes in non-cash working capital balances:				
GST and other receivables	8,282	(3,731)	6,318	(6,844)
Prepaid expenses	-	-	-	(435)
Accounts payable and accrued liabilities	(1,772)	(9,541)	(14,936)	(2,285)
<u>Net cash used in operating activities</u>	<u>(6,141)</u>	<u>(40,849)</u>	<u>(45,104)</u>	<u>(59,377)</u>
Financing activities:				
<u>Shares issued for cash, net of costs</u>	<u>-</u>	<u>330,487</u>	<u>-</u>	<u>266,717</u>
Increase (decrease) in cash	(6,141)	289,638	(45,104)	207,340
<u>Cash, beginning of period</u>	<u>334,518</u>	<u>109,731</u>	<u>373,481</u>	<u>192,029</u>
<u>Cash, end of period</u>	<u>\$ 328,377</u>	<u>399,369</u>	<u>328,377</u>	<u>399,369</u>
Supplementary cash flow information:				
Cash amount of payments received (made):				
Interest received	\$ 3,037	2,676	6,432	3,767
Non-cash investing and financing activities:				
Fair value of agent's warrants	-	15,950	-	15,950

See accompanying notes to financial statements

## ROCKHAVEN RESOURCES LTD.

Notes to Financial Statements

April 30, 2007

(Unaudited)

### 1. Incorporation and nature of business:

The Company was incorporated under the *Business Corporations Act (Alberta)* on July 20, 2005 and its principal business activities include the acquisition and exploration of mineral properties.

### 2. Basis of presentation:

The unaudited interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements. In the opinion of management, all adjustments (consisting of normal and recurring accruals) considered necessary for fair presentation have been included. Operating results for the six months ended April 30, 2007 are not necessarily indicative of the results that may be expected for the year ended October 31, 2007.

These interim financial statements follow the same accounting policies as the annual financial statements of the Company. Accordingly, these financial statements should be read in conjunction with the annual audited financial statements and notes thereto for the period ended October 31, 2006.

### 3. Change of Accounting Policy

Effective November 1, 2006, the Company has adopted the new standards announced by the Canadian Institute of Chartered Accountants (CICA); Sections 3855 *Financial Instruments – Recognition and Measurement*; Section 3865 *Hedges*; and Section 1530 *Comprehensive Income*. Under the new standards, all financial assets must be classified as held-to-maturity, loans and receivables, held-for-trading or available-for-sale and all financial liabilities must be classified as held-for-trading and other. Financial instruments classified as held-for-trading will be measured at fair value with changes in fair value recognized in net income. Financial assets classified as held-to-maturity or as loans and receivables and financial liabilities not classified as held-for-trading will be measured at amortized cost. Available-for-sale financial assets will be measured at fair value with changes in fair value recognized in other comprehensive income. All derivative financial instruments will be reported on the balance sheet at fair value with changes in fair value recognized in net income unless the derivative is part of a hedging relationship that qualifies as a fair value hedge, cash flow hedge or hedge of a net investment in a self-sustaining foreign operation.

The Company has assessed the impact that these Sections have on its 2007 interim financial statements and will apply any changes as required. As a result, the Company has no comprehensive income or hedges that affect the current financial statements and therefore, the Company has not included a statement of other comprehensive income.

### 4. Mineral properties:

North Abitibi Property:

On October 3, 2005, the Company entered into a Property Option Agreement to acquire a 100% interest in claims in the Larder Lake Mining Division in Ontario. In order to exercise the option, the Company must issue 1,000,000 common shares or at the option of the Company, issue a number of common shares equal to value of \$1,000,000 at the date of issuance on or before January 27, 2008, (extended to January 27, 2009 by an Amending Agreement dated July 10, 2006) and incur the following expenditures on the property:

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- a) \$50,000 before January 27, 2007 (completed); and
- b) an additional \$300,000 before January 27, 2009

On July 10, 2006, the Company entered into an Agreement with Tri Origin Exploration Ltd. ("Tri Origin") allowing Tri Origin the right to earn a 70% interest in the North Abitibi Property by making a cash payment to the Company of \$500,000 on or before January 15, 2009 and spending \$750,000 on exploration as follows:

- a) \$150,000 by January 15, 2007 (completed);
- b) an additional \$250,000 by January 15, 2008; and
- c) an additional \$350,000 by January 15, 2009

The Company obtained an extension for work performed on the property to February 27, 2007 for itself and for Tri Origin. Subsequent to January 31, 2007, the Company and Tri Origin met their obligations under their respective agreements.

In April 2007 the Company, through Tri Origin, acquired an additional nine claims. These claims were within the area of influence dictated in the Property Option Agreement and as such, the Company elected to include these claims into the agreement by paying 50% of the acquisition cost. Tri Origin paid the other 50%, which will be included as exploration expenditures to be incurred on the property. The Company's share of acquisition costs for these claims totals \$40,000 and is to be paid as follows:

- a) \$7,500 on signing agreement (paid);
- b) an additional \$5,000 by March 27, 2008 and 2009;
- c) an additional \$22,500 by March 27, 2010

### 5. Share capital:

#### (a) Authorized:

Unlimited number of common shares without par value.  
Unlimited number of preferred shares without par value.

#### (b) Issued:

	Number of Shares	Stated Amount
Common shares balance – April 30, 2007 and October 31, 2006	2,600,100	\$450,867

Of the issued and outstanding common shares as of April 30, 2007, 360,060 are held in escrow and will be released to the shareholders in equal tranches of 90,015 shares every six months. These escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities.

## ROCKHAVEN RESOURCES LTD.

Notes to Financial Statements

April 30, 2007

(Unaudited)

### (c) Share purchase options and warrants:

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with CNQ requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 5 years from the date of grant.

#### Options and warrants outstanding:

	Expiry Date	Exercise price	Balance, April 30, 2007 and October 31, 2006
Agents warrants	February 23, 2008	\$0.25	100,000
Directors options	February 23, 2011	\$0.25	250,000
			350,000
	Weighted average exercise price		\$0.25

### (d) Contributed surplus:

The continuity of contributed surplus is as follows:

	Number of		Amounts		
	Options	Warrants	Options	Warrants	Total
Balance, April 30, 2007 and October 31, 2006	250,000	100,000	\$43,290	\$15,950	\$59,240

## 6. Related party transactions:

- During the six months ended April 30, 2007, \$24,000 was incurred for office facilities and administrative services to Quest Management Corp. ("Quest"), a company related by virtue of a director who is also a director of Quest.
- Included in accounts payable and accrued liabilities at April 30, 2007 is \$4,248 payable to Quest.
- Included in prepaid expenses at April 30, 2007 is a retainer of \$5,250 paid to Quest.

The above transactions were in the normal course of business and were measured at the exchange amount which is the amount agreed to by the related parties.

## 7. Segmented Information

The Company operates in Canada in one reportable segment, the exploration and development of resource properties.