ATW VENTURE CORP.

INTERIM FINANCIAL STATEMENTS
For the first quarter ended

May 31, 2007

(unaudited – prepared by management)

NOTICE TO READER

These unaudited consolidated financial statements for the first financial quarter ended May 31, 2007 have not been reviewed by our auditors, Davidson & Company LLP, Chartered Accountants. They have been prepared by ATW Venture Corp.'s management in accordance with accounting principles generally accepted in Canada, consistent with previous quarters and years except for the adoption of a new accounting policy as described in note 2. These unaudited consolidated financial statements should be read in conjunction with the audited financial statements for the year ended February 28, 2007.

Management's Responsibility for Financial Reporting

To the Shareholders of
ATW Venture Corp.

The accompanying interim unaudited financial statements of ATW Venture Corp. have been prepared in accordance with Canadian generally accepted accounting principles consistent with previous quarters and years.

Management is responsible for the integrity of the financial statements. Systems of internal control are designed and maintained by management to provide reasonable assurance that assets are safeguarded from loss or unauthorized use and to produce reliable accounting records for financial reporting purposes.

The Board of Directors is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control. The Board exercises this responsibility through the Audit Committee of the Board. This committee meets with management to satisfy itself that management's responsibilities are properly discharged and to review the financial statements before they are presented to the Board of Directors for approval.

"*Graham Harris*"	"*Andrew W. Bowering*"
Graham Harris	Andrew W. Bowering
Director	Director

Vancouver, Canada
July 30, 2007

ATW VENTURE CORP.
BALANCE SHEETS
unaudited – prepared by management

		May 31, 2007		February 28, 2007
ASSETS				
Current				
Cash	$	3,904,575	$	1,363,584
Receivables		23,314		8,500
Prepaids		102,946		4,335
		4,030,835		1,376,419
Equipment (Note 3)		20,397		16,665
Mineral property interests (Note 4)		1,166,430		277,049
	$	5,217,662	$	1,670,133
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current				
Accounts payable and accrued liabilities	$	607,314	$	126,290
Shareholders' equity				
Capital stock (Note 5)		5,331,949		1,943,300
Contributed surplus (Note 5)		721,694		388,694
Deficit		(1,443,295)		(788,151)
		4,610,348		1,543,843
	$	5,217,662	$	1,670,133

Nature and continuance of operations (Note 1)

On behalf of the Board:

"Graham Harris" Director
Graham Harris

"Andrew Bowering" Director
Andrew Bowering

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

ATW VENTURE CORP.
STATEMENTS OF OPERATIONS AND DEFICIT
unaudited – prepared by management

	Three Months Ended May 31, 2007	Three Months Ended May 31, 2006
EXPENSES		
Advertising and promotion	$ 5,000	$ -
Amortization	2,129	-
Investor relations	77,004	-
Management fees	67,322	-
Office	35,122	6,574
Professional fees	19,436	32,445
Property investigation and due diligence	-	-
Regulatory and shareholder services	10,821	45
Stock-based compensation (Note 5)	333,000	70,384
Travel and entertainment	111,593	1,079
Loss before other items and taxes	(661,427)	(110,527)
OTHER ITEMS		
Write-down of mineral property interests (Note 4)	(10,936)	-
Interest income	17,219	3,318
Loss for the period	(655,144)	(107,209)
Deficit, beginning of period	(788,151)	(19,733)
Deficit, end of period	$ (1,443,295)	$ (126,942)
Basic and diluted loss per common share	$ (0.04)	$ (0.01)
Weighted average number of common shares outstanding	18,570,628	9,815,000

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

ATW VENTURE CORP.
STATEMENTS OF CASH FLOWS
unaudited – prepared by management

		Three Months Ended May 31, 2007		Three Months Ended May 31, 2006
CASH FLOWS USED IN OPERATING ACTIVITIES				
Loss for the period	$	(655,144)	$	(107,209)
Items not affecting cash:				
Amortization		2,129		-
Stock-based compensation		333,000		70,384
Write-down of mineral property interests		10,936		-
Changes in non-cash working capital items				
Increase in receivables		(14,814)		(686)
Increase in prepaids		(98,611)		-
Increase in accounts payable and accrued liabilities		(37,098)		9,711
Net cash used in operating activities		(459,602)		(27,800)
CASH FLOWS USED IN FINANCING ACTIVITIES				
Deferred financing costs		-		(23,375)
Shares issued for cash		3,618,650		727,500
Share issue costs		(266,000)		-
Net cash provided by financing activities		3,352,650		704,125
CASH FLOWS USED IN INVESTING ACTIVITIES				
Acquisition of equipment		(5,861)		-
Mineral property expenditures		(346,196)		(70,000)
Net cash used in investing activities		(352,057)		(70,000)
Increase in cash during the period		2,540,991		606,325
Cash, beginning of period		1,363,584		164,775
Cash, end of period	$	3,904,575	$	771,100
Supplementary disclosure with respect to cash flows				
Cash paid for interest	$	-	$	-
Cash paid for income taxes	$	-	$	-
Shares issued for acquisition of mineral property	$	36,000	$	-

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

1. NATURE AND CONTINUANCE OF OPERATIONS

ATW Venture Corp., (formerly Pacific Mariner Mining Corp.), (the "Company") was incorporated March 7, 2005 under the laws of the Province of British Columbia. On November 3, 2005, the Company changed its name to ATW Venture Corp. The Company's business is to acquire, explore and develop interests in mining projects.

On November 23, 2006 the Company completed filing its prospectus for an initial public offering ("IPO") in British Columbia and Alberta and became a reporting issuer in those jurisdictions. The Company trades publicly on the TSX Venture Exchange.

The recoverability of the amounts shown for mineral property interests in the Company's balance sheet is dependent upon the existence of economically recoverable reserves, the ability of the Company to arrange appropriate financing to complete the development of its properties, the receipt of necessary permitting and upon achieving future profitable production or receiving proceeds from the disposition of the properties. The timing of such events occurring, if at all, is not yet determinable.

2. BASIS OF PRESENTATION AND ADOPTION OF ACCOUNTING POLICIES

These unaudited interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles for the presentation of interim financial information. These financial statements do not include all disclosures required for annual financial statements and therefore should be read in conjunction with the most recent audited annual financial statements of the Company for the year ended February 28, 2007 (the "Annual Financial Statements"). The financial statements follow the same accounting policies and methods of their application as the Annual Financial Statements.

Effective January 1, 2007, the company adopted the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 1530 "Comprehensive Income", Section 3251 "Equity", Section 3855 "Financial Instruments - Recognition and Measurement", Section 3861 "Financial Instruments -Disclosure and Presentation" and Section 3865 "Hedges". As required by the new standards, prior periods have not been restated.

Adoption of these standards has not had a material impact on the company's results of operations or cash flows, but could have a material impact on the company's results of operations in future periods. The other effects of the implementation of the new standards are discussed below.

Comprehensive Income

The new standards introduce comprehensive income, which consists of net earnings and other comprehensive income ("OCI"). Upon adoption of Section 1530, the Fund revised its "Consolidated Statements of Earnings and Accumulated Earnings" to include the newly required statement of comprehensive income by creating a combined statement.

The adoption of comprehensive income has been made in accordance with the applicable transitional provisions and no amounts have been reclassified to accumulated other comprehensive income.

Financial Instruments

The financial instruments standard establishes the recognition and measurement criteria for financial assets, financial liabilities and derivatives. All financial instruments are required to be measured at fair value on initial recognition of the instrument, except for certain related party transactions. Measurement in subsequent periods depends on whether the financial instrument has been classified as 'held-for- trading', 'available-for-sale', 'held-to-maturity', 'loans and receivables', or 'other financial liabilities' as defined by the standard.

2. BASIS OF PRESENTATION AND ADOPTION OF ACCOUNTING POLICIES (cont'd…)

Financial assets and financial liabilities 'held-for-trading' are measured at fair value with changes in those fair values recognized in net earnings. Financial assets 'available-for-sale' are measured at fair value, with changes in those fair values recognized in other comprehensive income. Financial assets 'held-to-maturity', 'loans and receivables' and 'other financial liabilities' are measured at amortized cost using the effective interest method of amortization.

Accounting Changes

As of January 1, 2007, the company adopted revised CICA Section 1506 "Accounting Changes", which provides expanded disclosures for changes in accounting policies, accounting estimates and corrections of errors. Under the new standard, accounting changes should be applied retrospectively unless otherwise permitted or where impracticable to determine. As well, voluntary changes in accounting policy are made only when required by a primary source of GAAP or when the change results in more relevant and reliable information. There is no material impact to the company's consolidated financial statements as a result of implementing this new standard.

3. EQUIPMENT

	February 28, 2007			February 28, 2007		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Computer equipment	$ 25,467	$ 5,070	$ 20,397	$ 19,606	$ 2,941	$ 16,665

4. MINERAL PROPERTY INTERESTS

The Company's mineral property interests are comprised of properties located in British Columbia, Canada and in Argentina.

	Canada	Argentina	Total
Balance, February 28, 2006	$ 3,000	$ -	$ 3,000
Acquisition costs	-	139,022	139,022
Exploration expenditures			
Geochemistry	890	4,029	4,919
Drilling and metallurgical	48,703	-	48,703
Geological and engineering	18,245	55,303	73,548
Earthworks	-	21,408	21,408
General administration	9,037	7,586	16,623
Maintenance	7,877	-	7,877
Field supplies	239	-	239
Travel and accommodation	4,688	30,207	34,895
	89,679	257,555	347,234
Write-down of mineral property interests	-	(73,185)	(73,185)
Balance, February 28, 2007	92,679	184,370	277,049
Acquisition costs	-	36,000	36,000
Exploration expenditures			
Geochemistry	-	18,428	18,428
Drilling and metallurgical	-	371,220	371,220
Geological and engineering	54,979	113,546	168,525
Earthworks	13,663	102,870	116,533
General administration	66	27,475	27,541
Maintenance	-	25,023	25,023
Field supplies	35,028	-	35,028
Shipping	-	22,459	22,459
Travel and accommodation	10,534	69,026	79,560
	114,270	786,047	900,317
Write-down of mineral property interests	-	(10,936)	(10,936)
Balance, May 31, 2007	$ 206,949	$ 959,481	$ 1,166,430

CANADA

On February 14, 2006, the Company acquired an option from Mountain Boy Minerals Ltd. ("Mountain Boy") whereby the Company can earn up to 80% of Mountain Boy's interest in its 100% owned Carp Property by spending $800,000 on exploration over a four year period as follows:

	Exploration Expenditures	
by February 14, 2007	$ 100,000	(incurred)
by February 14, 2008	100,000	
by February 14, 2009	200,000	
by February 14, 2010	400,000	
	$ 800,000	

ARGENTINA

(a) Amarillo

On December 4, 2006, the Company signed a letter of intent and paid a non-refundable deposit of $65,837 (US$57,500) to carry out due diligence on Marifil Mines Ltd.'s ("Marifil") Amarillo property located in Argentina and to acquire an option to earn an interest in the property.

On December 11, 2006 the Company signed an option agreement with Marifil and Marifil S.A., a wholly-owned subsidiary of Marifil, whereby the Company can earn a 51% interest in the Amarillo property by spending US$4,000,000 in exploration and development over a three year period and making certain cash and share payments totaling US$282,500 and 262,500 shares Upon earning a 51% interest the Company can elect to increase its ownership to 60% by spending an additional US$1,500,000 in each of years five and six of the agreement and paying US$150,000 per year as follows:

to earn 51%		Exploration Expenditures		Payments Cash		Shares	
by December 4, 2006	US$	-	US$	57,500	(paid)	37,500	(issued)
by January 17, 2008		500,000		50,000		50,000	
by January 17, 2009		1,000,000		75,000		75,000	
by January 17, 2010		2,500,000		100,000		100,000	
	US$	4,000,000	US$	282,500		262,500	
to earn additonal 9%							
by January 17, 2011	US$	-		150,000			
by January 17, 2012		1,500,000		150,000			
by January 17, 2013		1,500,000		-			
	US$	3,000,000		300,000			

The Company can elect to earn a further 5% interest by delivering a bankable feasibility study within six years of the agreement or eight years if the Company finds a mineral deposit in excess of 50 million tonnes. Finally the Company can increase its interest a further 5%, bringing the ownership interest to 70%, by agreeing to provide financing for Marifil's entire share of expenses to the commencement of commercial production.

(b) Amiche

On February 14, 2007 the Company signed a non-binding Memorandum of Understanding (the "Memorandum") with Entropy Resources Ltd ("Entropy") and paid a non-refundable deposit of $73,185 (US$61,500) which sets out the terms and conditions upon which the Company and Entropy would negotiate an agreement whereby the Company would be granted an option to acquire up to a 75% interest in the property.

On May 1, 2007 the Company informed Entropy that the agreement was terminated due to breaches of the warranties and representations in the agreement and accordingly all expenses incurred have been written off to operations for the quarter ended May 31, 2007.

5. CAPITAL STOCK AND CONTRIBUTED SURPLUS

	Number of Shares	Amount	Contributed Surplus
Authorized			
Unlimited number of common shares without par value			
Issued			
Private placements	6,000,000	$ 180,000	$ -
Balance, February 28, 2006	6,000,000	180,000	-
Private placements	2,940,000	735,000	-
Exercise of warrants	3,005,000	33,000	-
Prospectus offering	3,000,000	1,350,000	-
Share issue costs	-	(311,700)	114,367
Stock-based compensation	-	-	274,327
Tax benefits renounced to flow-through share			-
subscribers (Note 8)	-	(43,000)	-
Balance, February 28, 2007	14,945,000	1,943,300	388,694
Private placements	5,000,000	3,200,000	
Share issue costs	-	(266,000)	
Exercise of warrants	697,750	418,649	
Shares issued for mineral property interest	37,500	36,000	
Stock-based compensation	-	-	426,933
Balance, May 31, 2007	20,680,250	$ 5,331,949	$ 815,627

During the first quarter ended May 31, 2007, the Company:

a) Completed a private placement for 5,000,000 units at a price of $0.64 per unit for gross proceeds of $3,200,000. Each unit consists of one common share and one-half share purchase warrant, where each whole warrant entitles the holder to purchase one additional common share at a price of $0.80 for a period of one year from the date of closing. The Company paid finders' fees of $256,009 for the placement and administration fees of $10,000 to the agent.

b) Issued 697,750 shares for proceeds of $418,651 pursuant to the exercise of warrants.

c) Issued 37,500 shares to Marifil Mines Ltd. pursuant to option agreement on the Amarillo property.

At May 31, 2007, 7,143,750 shares are held in escrow, of which 1,428,750 will be released every six months.

5. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd…)

Stock options

The Company adopted a stock option plan (the "Plan") whereby the Company can grant stock options to directors, officers, employees and consultants enabling them to acquire up to 10% of the issued common shares of the Company. Under the Plan, the exercise price may not be less than the last price per common share sold for cash (other than as the exercise of stock options) immediately before the date of grant. Options granted can have a maximum term of five years and the board of directors can determine the vesting requirements.

As at May 31, 2007 the following stock options are outstanding:

Number Of Shares	Exercise Price	Expiry Date
1,080,000	$ 0.45	May 4, 2008
400,000	$ 0.80	December 2, 2011
514,000	$ 0.95	April 12, 2012
1,994,000		

Stock option transactions are summarized as follows:

	Number Of Options	Weighted Average Exercise Price
Balance, February 28, 2007	1,480,000	$ 0.54
Options granted	514,000	0.95
Options exercised	-	-
Options forfeited	-	-
Balance, May 31, 2007	1,994,000	$ 0.65
Number of options currently exercisable	1,994,000	$ 0.65

5. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd…)

Stock-based compensation

The Company uses the Black-Scholes option pricing model to determine the fair value of options. Total stock-based compensation recognized during the quarter ended May 31, 2007 was $333,000. The weighted average fair value of stock options granted during the quarter ended May 31, 2007 was $0.17 per option.

The following weighted average assumptions were used for the valuation of stock options:

	May 31, 2007
Risk-free interest rate	4.00%
Expected life	5 years
Annualized volatility	75.0%
Dividend rate	0.00%

Warrants

As at February 28, 2007 the following warrants are outstanding:

Number Of Warrants	Exercise Price	Expiry Date
797,250	$ 0.60	November 23, 2007
450,000	$ 0.60	November 23, 2007
2,500,000	$ 0.80	March 29, 2008
3,747,250		

Share purchase warrant transactions are summarized as follows:

	Number Of Shares	Weighted Average Exercise Price
Balance, February 28, 2007	1,945,000	0.60
Issued	2,500,000	0.80
Exercised	(697,750)	0.60
Balance, May 31, 2007	3,747,250	$ 0.73

6. RELATED PARTY TRANSACTIONS

During the quarter ended May 31, 2007, the Company paid or accrued management fees of $44,325 (May 31, 2006 - $15,000) to a company controlled by the president of the Company and $21,250 (May 31, 2006 - $Nil) to two directors of the Company. The Company also paid $15,000 (May 31, 2006 - $Nil) in investor relations fees to a director of the Company.

Included in accounts payable is an amount of $42,634 (Feb 28, 2007 - $41,976) owing to directors and officers of the Company.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

7. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

8. SEGMENTED INFORMATION

The Company has one reportable operating segment, being the acquisition and exploration of mineral properties. Geographical information is as follows:

	May 31, 2007	February 28, 2007
Capital Assets		
Canada	$ 227,346	$ 109,344
Argentina	959,481	184,370
	$ 1,186,827	$ 293,714