

ATW VENTURE CORP.

INTERIM FINANCIAL STATEMENTS
For the second quarter ended

August 31, 2007

(unaudited – prepared by management)

NOTICE TO READER

These unaudited consolidated financial statements for the second financial quarter ended August 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 new accounting policies 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"

Graham Harris
Director

"Andrew W. Bowering"

Andrew W. Bowering
Director

Vancouver, Canada
October 29, 2007

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

	Three Months Ended August 31, 2007	Three Months Ended August 31, 2006	Six Months Ended August 31, 2007	Six Months Ended August 31, 2006
EXPENSES				
Advertising and promotion	\$ 283	\$ 2,675	\$ 5,283	\$ 2,675
Amortization	810	115	2,939	115
Investor relations	47,972	-	124,976	-
Managment fees	84,844	30,290	152,166	52,605
Office	46,239	6,291	81,361	12,865
Professional fees	38,840	1,367	58,276	11,497
Regulatory and shareholder services	6,021	1,510	16,842	1,555
Stock-based compensation	-	-	333,000	70,384
Travel and entertainment	22,776	20,015	134,369	21,094
Loss before other item	<u>(247,785)</u>	<u>(62,263)</u>	<u>(909,212)</u>	<u>(172,790)</u>
OTHER ITEM				
Write-down of mineral property interests (Note 4)	-	-	(10,936)	-
Interest income	19,642	4,541	36,861	7,859
Loss for the period	<u>(228,143)</u>	<u>(57,722)</u>	<u>(883,287)</u>	<u>(164,931)</u>
Deficit, beginning of period	<u>(1,443,295)</u>	<u>(126,942)</u>	<u>(788,151)</u>	<u>(19,733)</u>
Deficit, end of period	<u>\$ (1,671,438)</u>	<u>\$ (184,664)</u>	<u>\$ (1,671,438)</u>	<u>\$ (184,664)</u>
Basic and diluted loss per common share	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.05)</u>	<u>\$ (0.02)</u>
Weighted average common shares outstanding	<u>20,680,250</u>	<u>10,871,757</u>	<u>19,625,439</u>	<u>10,871,757</u>

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 August 31, 2007	Three Months Ended August 31, 2006	Six Months Ended August 31, 2007	Six Months Ended August 31, 2006
CASH FLOWS USED IN OPERATING ACTIVITIES				
Loss for the period	\$ (228,143)	\$ (57,722)	\$ (883,287)	\$ (164,931)
Item not affecting cash:				
Amortization	810	115	2,939	115
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	(7,963)	(6,586)	(22,776)	(7,272)
Increase in prepaids	57,225	-	(41,386)	-
Increase in accounts payable and accrued liabilities	(54,260)	4,810	(91,359)	14,521
Net cash used in operating activities	<u>(232,331)</u>	<u>(59,383)</u>	<u>(691,933)</u>	<u>(87,183)</u>
CASH FLOWS USED IN FINANCING ACTIVITIES				
Deferred financing costs	-	(12,315)	-	(35,690)
Shares issued for cash	-	-	3,618,650	727,500
Share issue cost	-	-	(266,000)	-
Net cash provided by financing activities	<u>-</u>	<u>(12,315)</u>	<u>3,352,650</u>	<u>691,810</u>
CASH FLOWS USED IN INVESTING ACTIVITIES				
Acquisition of equipment	-	(1,530)	(5,861)	(1,530)
Mineral property expenditures	(606,122)	(18,735)	(952,318)	(88,735)
Net cash used in investing activities	<u>(606,122)</u>	<u>(20,265)</u>	<u>(958,179)</u>	<u>(90,265)</u>
Increase in cash during the period	(838,453)	(91,963)	1,702,538	514,362
Cash, beginning of period	<u>3,904,575</u>	<u>771,100</u>	<u>1,363,584</u>	<u>164,775</u>
Cash, end of period	<u>\$ 3,066,122</u>	<u>\$ 679,137</u>	<u>\$ 3,066,122</u>	<u>\$ 679,137</u>
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

	August 31, 2007			February 28, 2007		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Computer equipment	\$ 25,467	\$ 5,880	\$ 19,587	\$ 19,606	\$ 2,941	\$ 16,665

ATW VENTURE CORP.
NOTES TO THE FINANCIAL STATEMENTS,
For the six months ended August 31, 2007

4. MINERAL PROPERTY INTERESTS

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

	<u>Canada</u>	<u>Argentina</u>	<u>Total</u>
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
	<u>89,679</u>	<u>257,555</u>	<u>347,234</u>
Write-down of mineral property interests	<u>-</u>	<u>(73,185)</u>	<u>(73,185)</u>
Balance, February 28, 2007	92,679	184,370	277,049
Acquisition costs	-	36,000	36,000
Exploration expenditures			
Geochemistry	4,344	33,650	37,994
Drilling and metallurgical	-	388,157	388,157
Geological and engineering	67,460	122,875	190,335
Earthworks	13,663	102,870	116,533
General administration	66	35,950	36,016
Maintenance	7,801	25,023	32,824
Field supplies	35,028	-	35,028
Shipping	2,546	22,459	25,005
Travel and accommodation	21,431	69,026	90,457
	<u>152,339</u>	<u>836,010</u>	<u>988,349</u>
Write-down of mineral property interests	<u>-</u>	<u>(10,936)</u>	<u>(10,936)</u>
Balance, August 31, 2007	<u>\$ 245,018</u>	<u>\$ 1,009,444</u>	<u>\$ 1,254,462</u>

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:

	<u>Exploration Expenditures</u>
by February 14, 2007	\$ 100,000 (incurred)
by February 14, 2008	100,000
by February 14, 2009	200,000
by February 14, 2010	<u>400,000</u>
	<u>\$ 800,000</u>

4. MINERAL PROPERTY INTERESTS (cont'd...)

ARGENTINA

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	<u>2,500,000</u>	<u>100,000</u>	<u>100,000</u>
	US\$ <u>4,000,000</u>	US\$ <u>282,500</u>	<u>262,500</u>
to earn additional 9%			
by January 17, 2011	US\$ -	150,000	
by January 17, 2012	1,500,000	150,000	
by January 17, 2013	<u>1,500,000</u>	<u>-</u>	
	US\$ <u>3,000,000</u>	<u>300,000</u>	

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.

ATW VENTURE CORP.
NOTES TO THE FINANCIAL STATEMENTS,
For the six months ended August 31, 2007

5. CAPITAL STOCK AND CONTRIBUTED SURPLUS

	Number of Shares		Amount	Contributed Surplus
Authorized				
Unlimited number of common shares without par value				
Issued				
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	-		(43,000)	-
	<u>14,945,000</u>		<u>1,943,300</u>	<u>388,694</u>
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	-		-	333,000
	<u>20,680,250</u>	<u>\$</u>	<u>5,331,949</u>	<u>\$ 721,694</u>
Balance, August 31, 2007	20,680,250	\$	5,331,949	\$ 721,694

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

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.

ATW VENTURE CORP.
NOTES TO THE FINANCIAL STATEMENTS,
For the six months ended August 31, 2007

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

As at August 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
<u>514,000</u>	\$ 0.95	April 12, 2012
<u>1,994,000</u>		

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	<u>-</u>	-
Balance, August 31, 2007	1,994,000	\$ 0.65
Number of options currently exercisable	1,994,000	\$ 0.65

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 period ended August 31, 2007 was \$333,000. The weighted average fair value of stock options granted during the period ended August 31, 2007 was \$0.65 per option.

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

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

ATW VENTURE CORP.
NOTES TO THE FINANCIAL STATEMENTS,
For the six months ended August 31, 2007

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

Warrants

As at August 31, 2007 the following warrants are outstanding:

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

Share purchase warrant transactions are summarized as follows:

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

6. RELATED PARTY TRANSACTIONS

During the period ended August 31, 2007, the Company paid or accrued management fees of \$92,010 (August 31, 2006 - \$50,140) to a company controlled by the president of the Company and \$48,250 (August 31, 2006 - \$Nil) to two directors of the Company. The Company also paid \$30,000 (August 31, 2006 - \$Nil) in investor relations fees to a director of the Company.

Included in accounts payable is an amount of \$1,225 (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:

	August 31, 2007	February 28, 2007
Capital Assets		
Canada	\$ 264,605	\$ 109,344
Argentina	1,009,444	184,370
	<u>\$ 1,274,049</u>	<u>\$ 293,714</u>

9. SUBSEQUENT EVENTS

- (a) On September 5, 2007 the Company extended the term of 1,080,000 stock options issued to certain directors, officers and consultants of the Company which were granted on May 5, 2006 at an exercise price of \$0.45. The options are now exercisable for a five year term and expire on May 4, 2011 rather than May 4, 2008.
- (b) On October 15, 2007 the Company signed an Asset Purchase Agreement (“Agreement”) setting out the terms and conditions upon which the Company will purchase the Burnakura Exploration Joint Venture and the Burnakura Production Joint Venture which comprise the Burnakura Gold Project, owned by Tectonic Resources NL (“Tectonic”), Burnakura Pty Limited and Extract Resources Limited (“Extract”) (collectively the “Vendors”). Under the terms of the agreement the Company will complete the following:
- i) pay to the Vendors a non-refundable deposit of AUD\$100,000 (paid)
 - ii) upon settlement of the Agreement, by December 9, 2007, or within sixty days of December 9, 2007, pay to the Vendors AUD\$3,900,000
 - iii) upon settlement of the Agreement, by December 9, 2007, or within sixty days of December 9, 2007, issue to the Vendors 5,000,000 common shares of the Company at a deemed issue price of \$0.60 per share. The number of shares issuable is subject to adjustment if the Company completes a placement at \$0.54 or less.
 - iv) upon settlement of the Agreement, by December 9, 2007, or within sixty days of December 9, 2007, issue to the Vendors 5,000,000 share purchase warrants of the Company exercisable for three years from the date of issue at an exercise price equal to \$0.79 per share.
 - v) subject to the settlement of the Agreement proceeding, pay to the vendors the sum of AUD\$30,000 per month as a contribution to the ongoing care and maintenance of the property from the date September 28, 2007 to the date of the settlement payable at settlement.

The transaction is subject to the Company raising a minimum of \$6,000,000, completion of due diligence by the Company, TSX Venture Exchange approval, consent from the Minister responsible for administering the Mining Act 1978 (WA) (the “Act”), the vendors obtaining necessary shareholder approval and ASX Limited approval, and receipt of any governmental approvals or documents which might be required such as from Australia’s Foreign Investment Review Board.