

ATW VENTURE CORP.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the third quarter ended

November 30, 2007

(unaudited – prepared by management)

NOTICE TO READER

These unaudited consolidated financial statements for the third financial quarter ended November 30, 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 consolidated 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 consolidated 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
January 29, 2008

ATW VENTURE CORP.
CONSOLIDATED BALANCE SHEETS
 unaudited – prepared by management

	November 30, 2007	February 28, 2007
ASSETS		
Current		
Cash	\$ 3,230,218	\$ 1,363,584
Cash held in escrow (Note 5)	8,400,000	-
Receivables	63,168	8,500
Prepays	17,430	4,335
	<u>11,710,816</u>	<u>1,376,419</u>
Deferred share issue costs (Note 5)	361,467	-
Equipment (Note 3)	37,772	16,665
Mineral property interests (Note 4)	<u>1,532,000</u>	<u>277,049</u>
	<u>\$ 13,642,055</u>	<u>\$ 1,670,133</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	<u>\$ 492,135</u>	<u>\$ 126,290</u>
Shareholders' equity		
Capital stock (Note 5)	6,074,399	1,943,300
Shares to be issued (Note 5)	8,400,000	-
Contributed surplus (Note 5)	791,324	388,694
Deficit	<u>(2,115,803)</u>	<u>(788,151)</u>
	<u>13,149,920</u>	<u>1,543,843</u>
	<u>\$ 13,642,055</u>	<u>\$ 1,670,133</u>

On behalf of the Board:

"Graham Harris" Director "Andrew Bowering" Director
 Graham Harris Andrew Bowering

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

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

	Three Months Ended November 30, 2007	Three Months Ended November 30, 2006	Nine Months Ended November 30, 2007	Nine Months Ended November 30, 2006
EXPENSES				
Advertising and promotion	\$ 700	\$ -	\$ 5,983	\$ 2,675
Amortization	3,374	725	6,313	840
Investor relations	81,342	2,000	206,318	2,000
Managment fees	90,685	37,605	242,851	90,210
Office	48,581	11,734	129,942	24,599
Professional fees	82,745	31,916	141,021	43,413
Property investigation and due diligence	13,324	10,270	13,324	10,270
Regulatory and shareholder services	7,289	38,122	24,131	39,677
Stock-based compensation (Note 5)	69,630	-	402,630	70,384
Travel and entertainment	101,603	25,820	235,972	46,914
Loss before other item	<u>(499,273)</u>	<u>(158,192)</u>	<u>(1,408,485)</u>	<u>(330,982)</u>
OTHER ITEM				
Write-down of mineral property interests (Note 4)	-	-	(10,936)	-
Interest income	54,908	4,690	91,769	12,549
Loss for the period	(444,365)	(153,502)	(1,327,652)	(318,433)
Deficit, beginning of period	<u>(1,671,438)</u>	<u>(184,664)</u>	<u>(788,151)</u>	<u>(19,733)</u>
Deficit, end of period	<u>\$ (2,115,803)</u>	<u>\$ (338,166)</u>	<u>\$ (2,115,803)</u>	<u>\$ (338,166)</u>
Basic and diluted loss per common share	<u>\$ (0.02)</u>	<u>\$ (0.01)</u>	<u>\$ (0.07)</u>	<u>\$ (0.03)</u>
Weighted average common shares outstanding	<u>20,938,876</u>	<u>12,170,769</u>	<u>20,060,067</u>	<u>11,319,327</u>

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

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

	Three Months Ended November 30, 2007	Three Months Ended November 30, 2006	Nine Months Ended November 30, 2007	Nine Months Ended November 30, 2006
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES				
Loss for the period	\$ (444,365)	\$ (153,502)	\$ (1,327,652)	\$ (318,433)
Item not affecting cash:				
Amortization	3,374	725	6,313	840
Stock-based compensation	69,630	-	402,630	70,384
Write-down of mineral property interests	-	-	10,936	-
Changes in non-cash working capital items				
Increase in receivables	(31,892)	806	(54,668)	(6,466)
Increase in prepaids	28,291	-	(13,095)	-
Increase in accounts payable and accrued liabilities	377,001	(2,405)	285,642	12,116
Net cash from (used in) operating activities	<u>2,039</u>	<u>(154,376)</u>	<u>(689,894)</u>	<u>(241,559)</u>
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES				
Deferred financing costs	(361,467)	35,690	(361,467)	-
Shares issued for cash	742,450	1,387,500	4,361,100	2,115,000
Share issue cost	-	(197,333)	(266,000)	(197,333)
Shares to be issued	8,400,000	-	8,400,000	-
Net cash from (used in) financing activities	<u>8,780,983</u>	<u>1,225,857</u>	<u>12,133,633</u>	<u>1,917,667</u>
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES				
Acquisition of equipment	(21,559)	(5,936)	(27,420)	(7,466)
Mineral property expenditures	(197,367)	9,326	(1,149,685)	(79,409)
Net cash from (used in) investing activities	<u>(218,926)</u>	<u>3,390</u>	<u>(1,177,105)</u>	<u>(86,875)</u>
Increase in cash during the period	8,564,096	1,074,871	10,266,634	1,589,233
Cash, beginning of period	<u>3,066,122</u>	<u>679,137</u>	<u>1,363,584</u>	<u>164,775</u>
Cash, end of period	<u>\$ 11,630,218</u>	<u>\$ 1,754,008</u>	<u>\$ 11,630,218</u>	<u>\$ 1,754,008</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 interim consolidated 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 "Exchange").

On November 8, 2007 the Company incorporated a wholly owned subsidiary, ATW Venture Australia Pty Ltd., to carry out its operations in Australia.

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 consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles for the presentation of interim financial information. These interim 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 interim financial statements follow the same accounting policies and methods of their application as the Annual Financial Statements.

The accounts of the Company's Australian subsidiary, which is considered to be an integrated foreign operation, are translated into Canadian dollars using the temporal method. Under this method, monetary assets and liabilities are translated at the period end exchange rates. Non-monetary assets and liabilities are translated using historical rates of exchange. Revenues and expenses are translated at average rates for the period and exchange gains and losses on translation are included in income.

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.

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

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.

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.

Principles of Consolidation

These interim consolidated financial statements include the accounts of ATW Venture Corp. and its wholly owned subsidiaries, ATW Venture Australia Pty Ltd. and ATW South America Venture Corp. All material intercompany accounts and transactions between the Company and its subsidiaries have been eliminated.

3. EQUIPMENT

	November 30, 2007			February 28, 2007		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Computer equipment	\$ 33,115	\$ 8,210	\$ 24,905	\$ 19,606	\$ 2,941	\$ 16,665
Other equipment	13,910	1,043	12,867	-	-	-
Other equipment	\$ 47,025	\$ 9,253	\$ 37,772	\$ 19,606	\$ 2,941	\$ 16,665

ATW VENTURE CORP.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS,**

For the nine months ended November 30, 2007

4. MINERAL PROPERTY INTERESTS

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

	<u>Canada</u>	<u>Argentina</u>	<u>Australia</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>-</u>	<u>347,234</u>
Write-down of mineral property interests	<u>-</u>	<u>(73,185)</u>	<u>-</u>	<u>(73,185)</u>
Balance, February 28, 2007	92,679	184,370	-	277,049
Acquisition costs	-	66,000	89,590	155,590
Exploration expenditures				
Geochemistry	22,842	34,542	-	57,384
Drilling and metallurgical	-	394,429	-	394,429
Geological and engineering	81,077	135,761	83,152	299,990
Earthworks	13,663	102,870	-	116,533
General administration	66	54,107	-	54,173
Maintenance	7,801	25,023	-	32,824
Field supplies	39,436	-	-	39,436
Shipping	2,546	22,459	-	25,005
Travel and accommodation	21,497	69,026	-	90,523
	<u>188,928</u>	<u>904,217</u>	<u>172,742</u>	<u>1,265,887</u>
Write-down of mineral property interests	<u>-</u>	<u>(10,936)</u>	<u>-</u>	<u>(10,936)</u>
Balance, November 30, 2007	<u>\$ 281,607</u>	<u>\$ 1,077,651</u>	<u>\$ 172,742</u>	<u>\$ 1,532,000</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>

ATW VENTURE CORP.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS,**

For the nine months ended November 30, 2007

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

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 year 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 (1)	50,000 (2)
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\$ -	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>	US\$ <u>300,000</u>	

(1) paid subsequent to November 30, 2007

(2) issued subsequent to November 30, 2007

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.

The Company also agreed to fulfill an underlying agreement that requires the Company to pay a total of US\$320,000 as follows:

	Payments Cash
by April 2007	US\$ 20,000 (paid)
by October 2007	30,000 (paid)
by April 2008	60,000
by October 2008	60,000
by April 2009	75,000
by October 2009	<u>75,000</u>
	US\$ <u>320,000</u>

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

AUSTRALIA

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 Australian 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.

Subsequent to November 30, 2007 the Company completed the acquisition (See Note 9, Subsequent events).

ATW VENTURE CORP.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS,**

For the nine months ended November 30, 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)	-
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	1,931,000	1,161,099	-
Shares issued for mineral property interest	37,500	36,000	-
Stock-based compensation	-	-	402,630
Balance, November 30, 2007	21,913,500	\$ 6,074,399	\$ 791,324

During the nine months ended November 30, 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 \$256,000 for the placement and administration fees of \$10,000 to the agent;
- b) Issued 1,931,000 shares for proceeds of \$1,161,099 pursuant to the exercise of warrants;
- c) Issued 37,500 shares to Marifil Mines Ltd. pursuant to option agreement on the Amarillo property;
- d) Completed a private placement in two tranches on November 28 and 29, 2007 for 14,000,000 units at a price of \$0.60 per unit for gross proceeds of \$8,400,000. Each unit consists of one common share and one-half share purchase warrant, each whole warrant entitling the holder to purchase one additional common share at a price of \$0.80 for a period of two years from the release date except that if over a period of 20 consecutive trading days between the date that is four months following the closing date and the expiry of the warrant, the daily volume weighted average trading price of the common shares on the TSX Venture Exchange, or such other stock exchange where the majority of the trading volume occurs, exceeds \$1.25 on each of those 20 consecutive days, the Company may give notice in writing to the warrant holders within 30 days of such an occurrence that the warrants will expire at 4:00 PM (Vancouver time) on the 30th day following the giving of such notice unless exercised by the holders prior to such date.

ATW VENTURE CORP.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS,**

For the nine months ended November 30, 2007

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

The common shares underlying the units and other securities to be issued (including the compensation options issued to the agents as described below) are subject to a hold period expiring on March 28, 2008 (as to the first tranche) and March 30, 2008 (as to the second tranche).

Share issue costs in relation to this financing consisted of a 7.0% commission on \$8,283,000 commissionable units placed by agents, payable in a combination of i) \$318,597 in cash and ii) 435,355 units having the same terms as the private placement units and iii) legal and administrative costs of \$42,870. These costs have been deferred until the release of the funds and corresponding issuance of the units.

In addition, the Company is to issue a total of 1,104,400 compensation options equal in number to 8% of the number of commissionable receipts sold under the offering. Each compensation options entitles the agents to purchase one common share at a price of \$0.65 for a period of two years from the release date. The hold period on the common shares underlying the compensation options expires on March 29, 2008 (as to the first tranche) and March 30, 2008 (as to the second tranche).

At November 30, 2007, the proceeds from this private placement were held in escrow. The release of the funds was pending the Company receiving final Exchange approval of the Company's acquisition of the Burnakura Project in Western Australia. In December 2007, the funds were released and all securities underlying the offering were issued (see Note 9, Subsequent events).

- e) At November 23, 2006, 9,524,500 shares (2005-NIL) were held in escrow, governed by the provision of the Canadian Securities Regulators' National Policy 46-201 as to the restrictions imposed on the escrow shares. Pursuant to the policy, the escrow shares will be released pro rata to the holders as to 10% thereof the original amount on the date of listing (November 23, 2006) of the Company's shares on the TSX Venture Exchange (released), and a further 15% on each of the dates 6,12,18,24,30, and 36 months following the initial release.

At November 30, 2007, 5,715,000 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.

As at November 30, 2007 the following stock options are outstanding:

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

ATW VENTURE CORP.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS,**

For the nine months ended November 30, 2007

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

On April 5, 2007, the Company granted 514,000 stock options to officers, directors and consultants of the Company at a price of \$0.95 until April 4, 2012. Stock-based compensation expense of \$333,000 was recorded during the quarter ended August 31, 2007. The fair value of the options granted was estimated on the date of grant using the Black-Scholes option pricing model, assuming risk-free interest rate of 4.0%; dividend yield of \$nil; expected lives of 5 years and a volatility of 75%.

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, November 30, 2007	1,994,000	\$ 0.65
Number of options currently exercisable	1,994,000	\$ 0.65

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. Stock-based compensation expense of \$70,384 was recorded during the quarter ended August 31, 2006. The fair value of the options granted was estimated on the date of grant using the Black-Scholes option pricing model, assuming risk-free interest rate of 4.06%; dividend yield of \$nil; expected lives of 2 years and a volatility of 75%. The Company recorded a stock-based compensation expense of \$69,630 during the quarter ended November 30, 2007, representing the incremental fair value of the options would they have been originally granted for a period of five years.

ATW VENTURE CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS,
For the nine months ended November 30, 2007

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

Warrants

As at November 30, 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	(1,931,000)	0.60
Forfeited	(26,500)	0.60
Balance, November 30, 2007	2,487,500	\$ 0.80

Share purchase warrant transactions are summarized as follows:

Number Of Warrants	Exercise Price	Expiry Date
2,487,500	\$ 0.80	March 29, 2008
2,487,500		

6. RELATED PARTY TRANSACTIONS

During the period ended November 30, 2007, the Company paid or accrued management fees of \$139,695 (November 30, 2006 - \$90,210) to a company controlled by the president of the Company and \$91,250 (November 30, 2006 - \$Nil) to two directors of the Company. The Company also paid \$50,000 (November 30, 2006 - \$Nil) in investor relations fees to a director of the Company.

Included in accounts payable is an amount of \$26,387 (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:

	November 30, 2007	February 28, 2007
Capital Assets		
Canada	\$ 319,379	\$ 109,344
Argentina	1,077,651	184,370
Australia	<u>172,742</u>	<u>-</u>
	<u>\$ 1,569,772</u>	<u>\$ 293,714</u>

9. SUBSEQUENT EVENTS

- (a) On December 17, 2007 the Company received Exchange approval of the Company's acquisition of the Burnakura Project in Western Australia providing the Company provided an NI 43-101 compliant report on or before January 14, 2008. Upon receiving Exchange approval, the private placement funds were released from escrow, and all shares and other securities pursuant to the financing were issued.
- (b) On December 27, 2007 the Company closed its purchase of 100% of the Burnakura Gold Mine Project and its assets located in the West Yilgarn goldfields of Western Australia. The Company paid AUD\$4,000,000; issued 5,000,000 common shares which are subject to a hold period expiring April 18, 2008; and issued 5,000,000 warrants exercisable for a period of three years at an exercise price of \$0.79. The shares underlying the warrants are subject to a hold period expiring on April 23, 2008. A finder's fee of 450,000 shares was paid to an arm's length party.
- (c) On December 19, 2007 the Company granted 2,140,000 options to directors, officers, employees and consultants of the Company. The options are exercisable at \$0.82 per share for a term of five years.
- (d) On January 28, 2008, the Company granted 50,000 options to certain consultants of the Company. The options are exercisable at \$1.04 per share for a term of two years.