OLIVUT RESOURCES LTD.

(A DEVELOPMENT STAGE COMPANY)

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JULY 31, 2008

THESE INTERIM CONSOLIDATED FINANCIAL STATEMENTS ARE UNAUDITED AND HAVE NOT BEEN REVIEWED BY THE COMPANY'S AUDITORS

OLIVUT RESOURCES LTD.
(A Development Stage Company)
INTERIM CONSOLIDATED BALANCE SHEETS
AS AT

	July 31, 2008 $ (Unaudited)	October 31, 2007 $ (Audited)
ASSETS		
CURRENT		
Cash and cash equivalents	7,201,553	8,950,379
Amounts receivable	71,090	178,066
Current portion of loan receivable (Note 6)	16,822	16,822
	7,289,465	9,145,267
INTERESTS IN EXPLORATION PROPERTIES AND DEFERRED EXPLORATION EXPENDITURES (Notes 4, 7 and 8(d))	9,169,253	7,516,480
EQUIPMENT (Note 5)	6,530	7,941
LOAN RECEIVABLE (Note 6)	231,396	231,593
	16,696,644	16,901,281
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities (Note 7)	645,423	545,156
FUTURE INCOME TAX LIABILITY	877,500	1,175,500
	1,522,923	1,720,656
COMMITMENT AND CONTINGENCIES (Notes 4 and 9)		
SHAREHOLDERS' EQUITY		
CAPITAL STOCK (Note 8(b))	12,350,789	12,350,789
WARRANTS (Note 8(c))	2,300,000	2,597,840
CONTRIBUTED SURPLUS (Note 8(e))	1,864,545	1,079,746
(DEFICIT)	(1,341,613)	(847,750)
	15,173,721	15,180,625
	16,696,644	16,901,281

APPROVED ON BEHALF OF THE BOARD:

Signed ____________________, Director

Signed ____________________, Director

See accompanying notes to the interim unaudited consolidated financial statements.

INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND (DEFICIT) RETAINED EARNINGS

	Three Months Ended July 31, 2008 $ (Unaudited)	Three Months Ended July 31, 2007 $ (Unaudited)	Nine Months Ended July 31, 2008 $ (Unaudited)	Nine Months Ended July 31, 2007 $ (Unaudited)
ADMINISTRATIVE AND GENERAL EXPENSES				
Stock based compensation	104,986	374,980	482,407	812,551
Management services	75,821	49,345	331,113	90,783
Professional fees	8,500	-	95,536	-
Office and general	8,202	57,419	75,671	155,839
Investor relations	7,869	3,835	54,207	6,629
Property evaluations	12,414	-	16,824	-
Occupancy costs	2,400	-	7,200	-
Amortization	471	627	1,411	1,882
(Loss) before the under-noted	(220,663)	(486,206)	(1,064,369)	(1,067,684)
Interest income	83,112	98,110	272,506	185,870
(Loss) before income taxes	(137,551)	(388,096)	(791,863)	(881,814)
Income tax recovery	39,000	326,900	298,000	611,765
NET (LOSS) FOR THE PERIOD	(98,551)	(61,196)	(493,863)	(270,049)
(DEFICIT) RETAINED EARNINGS, beginning of period	(1,243,062)	(159,102)	(847,750)	49,751
(DEFICIT), end of period	(1,341,613)	(220,298)	(1,341,613)	(220,298)
NET (LOSS) PER SHARE - Basic and diluted	($0.003)	($0.002)	($0.016)	($0.011)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	31,588,317	30,875,018	31,588,317	25,378,830

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended July 31, 2008 $ (Unaudited)	Three Months Ended July 31, 2007 $ (Unaudited)	Nine Months Ended July 31, 2008 $ (Unaudited)	Nine Months Ended July 31, 2007 $ (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES				
Net (loss) for the period	(98,551)	(61,196)	(493,863)	(270,049)
Adjustments for charges not involving cash:				
Stock based compensation	104,986	374,980	482,407	812,551
Income tax (recovery)	(39,000)	(326,900)	(298,000)	(611,765)
Amortization	471	627	1,411	1,882
	(32,094)	(12,489)	(308,045)	(67,381)
Changes in non-cash working capital balances:				
(Increase) decrease in amounts receivable	(39,790)	(155,912)	106,976	(283,349)
(Decrease) increase in accounts payable and accrued liabilities	(10,441)	(168,011)	54,225	(54,747)
Cash flows from operating activities	(82,325)	(336,412)	(146,844)	(405,477)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from private placement	-	8,050,000	-	8,050,000
Exercise of warrants and options	-	16,000	-	304,002
Share issue costs and public offering costs	-	(658,932)	-	(816,767)
Cash flows from financing activities	-	7,407,068	-	7,537,235
CASH FLOWS FROM INVESTING ACTIVITIES				
Decrease in cash held in escrow	-	-	-	3,008,340
Cash acquired through reverse takeover	-	-	-	325,954
Interest in exploration properties and deferred exploration expenditures	(795,081)	(1,108,400)	(1,602,179)	(2,135,283)
Loan receivable	67	(248,542)	197	(248,542)
Cash flows from investing activities	(795,014)	(1,356,942)	(1,601,982)	950,469
(Decrease) increase in cash and cash equivalents	(877,339)	5,713,714	(1,748,826)	8,082,227
Cash and cash equivalents, beginning of period	8,078,892	4,215,572	8,950,379	1,847,059
Cash and cash equivalents, end of period	7,201,553	9,929,286	7,201,553	9,929,286
CASH AND CASH EQUIVALENTS ARE COMPOSED OF:				
Cash	155,434	225,879	155,434	225,879
Cash equivalents	7,046,119	9,703,407	7,046,119	9,703,407
	7,201,553	9,929,286	7,201,553	9,929,286
SUPPLEMENTAL INFORMATION				
Change in accrued exploration expenditures	333,766	-	46,042	-
Stock based compensation included in deferred exploration expenditures	3,033	-	4,552	-
Interest paid	-	-	-	-
Income tax paid	-	-	-	-
Exercise of special warrants	-	-	-	5,483,800

See accompanying notes to the interim unaudited consolidated financial statements.

1. BASIS OF PRESENTATION

The accompanying unaudited interim consolidated financial statements of Olivut Resources Ltd. (the "Company") have been prepared by, and are the responsibility of, the Company's management.

The Company's independent auditor has not performed a review of these interim consolidated financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an auditor.

These interim consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and follow the same accounting policies and methods of application as the audited consolidated financial statements for the year ended October 31, 2007, except as disclosed in Note 3. They do not include all of the information and disclosures required by Canadian GAAP for annual consolidated financial statements. In the opinion of management, all adjustments considered necessary for fair presentation have been included in these consolidated financial statements. Operating results for the period ended July 31, 2008 are not necessarily indicative of the results that may be expected for the full year ended October 31, 2008. For further information, see the Company's consolidated financial statements including the notes thereto for the year ended October 31, 2007**.**

2. NATURE OF OPERATIONS AND GOING CONCERN

The Company is a development stage company as defined by the Canadian Institute of Chartered Accountants ("CICA") Accounting Guideline 11 and currently is engaged in the acquisition, exploration and development of properties for the purpose of mining precious and base minerals.

The Company is in the process of exploring its properties for mineral resources and has not determined whether the properties contain economically recoverable reserves. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence are dependent upon the preservation and confirmation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, the ability of the Company to obtain financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, native land claims and non-compliance with regulatory requirements.

These consolidated financial statements have been prepared in accordance with GAAP applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements.

The Company has a need for equity capital and financing in order to explore and develop its properties and for working capital requirements. Because of limited working capital and continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operation.

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3. ADOPTION OF NEW ACCOUNTING POLICIES

The CICA has issued four new standards which the Company has adopted for interim and annual periods beginning November 1, 2007.

Accounting Changes

The Company adopted the revised CICA Handbook Section 1506, “Accounting Changes.” Under the revised section, voluntary changes in accounting policy are permitted only if they result in financial statements that provide more reliable and relevant information to the reader. Changes in accounting policy must be applied retrospectively, while changes in accounting estimates are to be applied prospectively. The revised section also outlines additional disclosures required when accounting changes are applied, including the justification for the change, a complete description of the policy, the primary source of GAAP and the detailed effect of financial statement line items.

Inventory

The Company adopted CICA Handbook Section 3031, “Inventories”, which replaces Section 3030, “Inventories”, and harmonizes the Canadian standards related to inventories with International Financial Reporting Standards (“IFRS”). This section provides more extensive guidance on the determination of cost, narrows the permitted cost formulas, requires impairment testing, and expands the disclosure requirements to increase transparency.

Capital Disclosures

CICA Handbook Section 1535 specifies the disclosure of (i) an entity’s objectives, policies and processes for managing capital: (ii) quantitative data about what the entity regards as capital: (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance. The Company has included disclosures recommended by the new Handbook section in Note 10 to these interim consolidated financial statements.

Financial Instruments, Disclosures and Presentation

CICA Handbook Sections 3862 and 3863 replace Handbook Section 3861, “Financial Instruments – Disclosure and Presentation”, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks. The Company has included disclosures recommended by the new Handbook Section in Note 11 to these interim consolidated financial statements.

Future accounting changes

IFRS

In January 2006, the CICA Accounting Standards Board adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with IFRS by the end of 2011. The Company continues to monitor and assess the impact of the convergence of Canadian GAAP and IFRS.

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4. INTERESTS IN EXPLORATION PROPERTIES AND DEFERRED EXPLORATION EXPENDITURES

The Company has a 100% interest in 38 mineral claims and 66 prospecting permits in the Mackenzie Region, Northwest Territories. The interests in exploration properties are subject to a 1.5% Net Smelter Return royalty ("NSR"), 50% of which is held by a director of the Company. The NSR can be purchased by the Company, at the Company's option, for $10,000,000 until January 10, 2009.

A breakdown of the expenditures during the period is as follows:

Balance, October 31, 2007	Acquisition Costs	Deferred Expenditures	Balance, July 31 2008
$	$	$	$
7,516,480	1,578	1,651,195	9,169,253

5. EQUIPMENT

	Cost	Accumulated Amortization	Net July 31, 2008	Net October 31, 2007
	$	$	$	$
Office equipment	11,951	7,693	4,258	5,010
Computer equipment	17,316	15,044	2,272	2,931
	29,267	22,737	6,530	7,941

6. LOAN RECEIVABLE

On May 25, 2007, the Company loaned $250,000 to an unrelated corporation providing services to the Company. The loan carries interest at 7% per annum and is secured by a general security agreement covering all assets of the borrower. Repayment terms include monthly payments of interest and principal of $1,500 with the balance due May 25, 2017.

7. RELATED PARTY TRANSACTIONS

During the three and nine months periods ended July 31, 2008, a total of $119,955 and $162,805 (2007 - $101,500 and $175,385) for exploration consulting expenditures, $NIL (2007 - $NIL and $8,500) for deferred public offering costs and share issuance consulting costs and $57,400 and $273,533 (2007 - $37,486 and $99,086) for general and administrative fees were accrued or paid to directors and officers of the Company or persons or companies related to or controlled by them. The directors and officers of the Company or persons or companies related to or controlled by them were also reimbursed at cost for expenses incurred on behalf of the Company. Included in accounts payable and accrued liabilities at July 31, 2008 is $159,650 (October 31, 2007 - $65,953) relating to the above transactions owing to directors and officers of the Company or persons or companies related to or controlled by them.

The above transactions were in the normal course of operations and the consideration paid was at normal market rates.

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8. CAPITAL STOCK

The capital stock is as follows:

a) Authorized

Unlimited number of common shares

b) Issued

31,588,317 common shares

A summary of changes in common shares is as follows:

	Common Shares #	**Amount** $
Balance, October 31, 2007 and July 31, 2008	31,588,317	12,350,789

c) Warrants

A summary of changes in warrants and the balance outstanding is as follows:

	Shares Issuable Upon Exercise of Warrants #	Value $	Weighted Average Exercise Price $
Balance, October 31, 2007	2,902,000	2,597,840	1.90
Expired, January 10, 2008	(280,000)	(66,000)	1.00
Expired, May 14, 2008	(322,000)	(231,840)	2.00
Balance, July 31, 2008	2,300,000	2,300,000	2.00

All outstanding warrants expire May 14, 2009

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8. CAPITAL STOCK (Continued)

d) Stock options

The Company's Stock Option Plan (the "Plan") provides for the granting of stock options to directors, officers, employees and consultants of the Company. Stock options are granted for a term not to exceed five years at exercise prices not less than the closing sale price on the TSX Venture Exchange on the trading day immediately preceding the date the options are granted, and are not transferable. The Plan is administered by the Board of Directors, which determines individual eligibility under the Plan, number of shares reserved for optioning to each individual (not to exceed 5% of issued and outstanding shares to any one individual) and the vesting period. The maximum number of shares of the Company that are issuable pursuant to the plan is limited to 10% of the issued shares.

The following is a summary of stock options outstanding at July 31, 2008:

Expiry Date	Stock options #	Exercisable stock options #	Exercise price $
August 6, 2008	62,320	62,320	0.1284
January 17, 2012	2,075,000	1,441,667	1.0000
April 13, 2012	75,000	50,000	1.1500
January 18, 2013	125,000	-	0.8500
March 6, 2013	30,000	-	0.7400
	2,367,320	1,553,987	0.9706

The following is a summary of stock option transactions during the nine months ended July 31, 2008:

	Stock options #	Weighted average exercise price $
Outstanding, October 31, 2007	2,372,320	0.98
Granted	155,000	0.83
Options cancelled	(160,000)	(1.03)
Total outstanding, July 31, 2008	2,367,320	0.97

The weighted average grant-date fair value of options granted during the nine months ended July 31, 2008 is $0.625.

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8. CAPITAL STOCK (Continued)

d) Stock options (continued)

The fair values of stock options granted during the three and nine month periods ended July 31, 2008 have been estimated at the date of the grant using the Black-Scholes option pricing model with the following assumptions:

Date of grant	January 18, 2008	March 6, 2008
Expected dividend yield	0%	0%
Risk-free interest rate	3.4%	3.0%
Expected volatility	100%	100%
Expected life	5 years	5 years

The fair values attributed to the options granted will be charged to general and administrative expenses or exploration costs and included in contributed surplus over the period the options vest. An amount of $104,986 and $482,407 was charged to expense (2007 - $374,980 and $812,551) and $3,033 and $4,552 charged to deferred exploration expenditures (2007 – Nil) for the three months and nine months ended July 31, 2008 respectively.

e) Contributed Surplus

A summary of changes in contributed surplus in the nine months ended July 31, 2008 is as follows:

	Amount $
Balance, October 31, 2007	1,079,746
Employee stock based compensation	372,820
Non-employee stock based compensation	114,139
Value of warrants expired	297,840
Balance, July 31, 2008	1,864,545

9. COMMITMENT AND CONTINGENCIES

a) Environmental Contingencies

The Company's exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations, the future amounts of which cannot yet be determined or estimated.

b) Management Contracts

The Company is party to a management contract. The contract requires that additional payments of up to $1,000,000 be made upon the occurrence of certain events. As the likelihood of these events taking place is not determinable, the contingent payments have not been reflected in these financial statements.

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10. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage. Accordingly the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for its administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three and nine month periods ended July 31, 2008. The Company is not subject to externally imposed capital requirements.

11. FINANCIAL RISK FACTORS

The Company's financial risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company's credit risk is primarily attributable to amounts receivable and a loan receivable. The Company has no significant credit risk arising from operations. Financial instruments included in amounts receivable consist primarily of goods and services tax due from the Federal Government of Canada. The loan receivable is described in Note 6 and is secured by all assets of the borrower. Management believes that the credit risk with respect to these financial instruments is remote.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient cash to meet liabilities when due. As at July 31, 2008, the Company had a cash balance of $7,201,553 (October 31, 2007 - $8,950,379) to settle current liabilities of $645,423 (October 31, 2008 - $545,156). All of the Company's financial liabilities, excluding the future income tax liability, have contractual maturities of less than one year and are subject to normal trade terms.

Market risk

a) Interest rate risk

The Company has cash balances and no interest bearing debt at July 31, 2008. The Company's current policy is to invest cash in investment-grade short-term deposit certificates issued by its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its bank. The Company considers interest rate risk to be minimal as investments are short-term, the Company does not carry interest bearing debt and it is expected that future financings will be secured from equity placements.

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11. FINANCIAL RISK FACTORS (Continued)

Market risk (continued)

b) Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes that the foreign exchange risk from currency conversions is negligible.

c) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Sensitivity to financial risks

The Company has designated its cash as held-for-trading, measured at fair value. Amounts receivable and loan receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

As at July 31, 2008, the carrying value and fair value of the Company's financial instruments are approximately the same, and there were no changes in the three months and nine months ended July 31, 2008 that occurred that were attributed to financial risks.

The Company considers interest rate risk to be minimal as investments are short-term, the loan receivable has a fixed interest rate and the Company does not carry interest bearing debt. It is expected that future financings will be secured from equity placements.

The Company does not hold any balances in foreign currencies to give rise to foreign exchange risk.

Price risk is remote since the Company is not a producing entity.

12. SUBSEQUENT EVENT

Subsequent to the period ended July 31, 2008, 62,320 stock options were exercised at a price of $0.1284 for total compensation of $8,002.