

MAXIMUS VENTURES LTD.
(an exploration stage Company)

CONSOLIDATED FINANCIAL STATEMENTS

Years ended September 30, 2007 and 2006

AUDITORS' REPORT

To the shareholders of Maximus Ventures Ltd.

We have audited the consolidated balance sheet of Maximus Ventures Ltd. (an exploration stage Company) as at September 30, 2007 and the consolidated statements of operations and comprehensive loss, deficit, contributed surplus, cash flows and deferred exploration expenses for the year ended September 30, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2007 and the results of its operations and its cash flows for the year ended September 30, 2007, in accordance with Canadian generally accepted accounting principles.

The consolidated financial statements as at September 30, 2006 and for the year then ended were audited by other auditors who expressed an opinion without reservation on those statements in their report dated December 15, 2006.

Raymond Chabot Grant Thornton LLP

Chartered Accountants

Montréal, Canada
December 14, 2007

Maximus Ventures Ltd.
 (an exploration stage Company)
Consolidated Balance Sheets

	September 30, 2007	September 30, 2006
	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents	277,262	3,403,416
Marketable securities (note 3)	-	2,097,823
Amounts receivable	208,610	110,444
Prepaid expenses	21,518	-
	507,390	5,611,683
Asset-backed commercial paper (note 4)	3,834,386	-
Reclamation bond	7,468	3,640
Equipment (note 5)	4,418	-
Exploration advance (note 9)	57,411	274,565
Mineral properties (note 6)	805,992	692,133
Deferred exploration expenses (note 6)	6,454,183	2,810,914
	11,671,248	9,392,935
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	399,387	427,039
Loan from a related party (note 7)	-	550,000
	399,387	977,039
SHAREHOLDERS' EQUITY		
Capital stock (note 8)	36,770,075	32,519,107
Contributed surplus	2,736,582	1,976,556
Deficit	(28,234,796)	(26,079,767)
	11,271,861	8,415,896
	11,671,248	9,392,935

Subsequent events (note 14)

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

On behalf of the Board,

(s) François Viens
 François Viens, Director

(s) Elaine Bennett
 Elaine Bennett, Director

Maximus Ventures Ltd.

(an exploration stage Company)

Consolidated Operations and Comprehensive Loss

	Year ended September 30, 2007	Year ended September 30, 2006
	\$	\$
Expenses		
Management and administration	281,210	101,798
Professional fees	115,023	103,699
Consulting	18,500	7,948
Office	57,112	26,172
Transfer agent and filing fees	23,479	23,433
Shareholder communications	25,182	5,698
Travel and related costs	36,441	16,856
Depreciation	884	-
Stock-based compensation cost	631,997	31,780
Loss before other items	1,189,828	317,384
Other items		
Interest income	(154,603)	(77,203)
Financing fee (note 7)	-	170,000
Loss (gain) on disposal of marketable securities (note 3)	1,385,463	(496,445)
Non-hedge derivative gain (note 7)	(28,424)	-
Impairment charge on asset-backed commercial paper (note 4)	950,000	-
Write-down of deferred exploration expenses and mineral properties (note 6)	932,493	-
	3,084,929	(403,648)
Earnings (loss) before income taxes	(4,274,757)	86,264
Future income tax recovery (note 10)	767,700	-
Net earnings (loss) and comprehensive loss	(3,507,057)	86,264
Basic and diluted earnings (loss) per common share	(0.06)	0.01
Weighted average number of common shares - basic	56,575,908	39,319,554
Weighted average number of common shares - diluted	57,775,908	39,907,059

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

Maximus Ventures Ltd.
 (an exploration stage Company)
Consolidated Deficit and Contributed Surplus

	Year ended September 30, 2007	Year ended September 30, 2006
	\$	\$
DEFICIT		
Balance, beginning of year	(26,079,767)	(26,166,031)
Fair value adjustments (note 2)	1,352,028	-
Net earnings (loss)	(3,507,057)	86,264
Balance, end of year	(28,234,796)	(26,079,767)

	Year ended September 30, 2007	Year ended September 30, 2006 (restated)
	\$	\$
CONTRIBUTED SURPLUS		
Balance, beginning of year, as reported	1,598,956	1,437,259
Prior year adjustment (note 2)	377,600	-
Balance, beginning of year, as restated	1,976,556	1,437,259
Stock-based compensation cost	631,997	31,780
Share purchase warrants (note 8)	-	377,600
Broker warrants (note 8)	128,029	129,917
Balance, end of year	2,736,582	1,976,556

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

Maximus Ventures Ltd.
(an exploration stage Company)
Consolidated Cash Flows

	Year ended September 30, 2007	Year ended September 30, 2006
	\$	\$
OPERATING ACTIVITIES		
Net earnings (loss)	(3,507,057)	86,264
Non-cash items		
Depreciation	884	-
Stock-based compensation cost	631,997	31,780
Shares issued as financing fee	-	170,000
Loss (gain) on disposal of marketable securities	1,385,463	(496,445)
Non-hedge derivative gain	(28,424)	-
Impairment charge on asset-backed commercial paper	950,000	-
Write-down of deferred exploration expenses and mineral properties	932,493	-
Future income tax recovery	(767,700)	-
Changes in non-cash working capital items	(62,395)	(16,692)
Cash flows from operating activities	(464,739)	(225,093)
INVESTING ACTIVITIES		
Purchase of marketable securities	-	(2,000,000)
Proceeds from disposal of marketable securities	2,264,388	1,450,000
Payment of participation right related to disposal of marketable securities	(171,576)	-
Investments in ABCP	(4,784,386)	-
Reclamation bond	(3,828)	(3,640)
Equipment	(5,302)	-
Deferred exploration expenses and mineral properties	(4,401,724)	(2,235,250)
Cash flows from investing activities	(7,102,428)	(2,788,890)
FINANCING ACTIVITIES		
Shares issued, net of costs	4,991,013	4,328,584
Loan from a related party	-	2,000,000
Reimbursement of loan from a related party	(550,000)	(1,450,000)
Cash flows from financing activities	4,441,013	4,878,584
Net increase (decrease) in cash and cash equivalents	(3,126,154)	1,864,601
Cash and cash equivalents, beginning of year	3,403,416	1,538,815
Cash and cash equivalents, end of year	277,262	3,403,416
Changes in other non-cash items		
Value of share purchase warrants received (note 3)	-	1,051,378
Accounts payable related to exploration projects	84,941	289,530
Issuance of common shares pursuant to a mineral property agreement (note 6)	142,500	312,500
Issuance of common shares as finder's fee (note 6)	13,184	-
Issuance of broker warrants (note 8)	128,029	129,917

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

Maximus Ventures Ltd.

(an exploration stage Company)

Consolidated Deferred Exploration Expenses

Year ended September 30, 2007

	Hope Bay, Nunavut	Larder Lake, Ontario	Unity, Idaho	Excelsior Springs, Nevada	Keystone, Nevada	Total
	\$	\$	\$	\$	\$	\$
Balance, beginning of year	2,310,299	277,975	-	222,640	-	2,810,914
Assaying	-	104,528	-	59,235	8,857	172,620
Compilation and reporting	42,578	-	-	-	-	42,578
Contractors and consultants	-	17,693	-	-	17,401	35,094
Drilling	1,312,153	1,285,436	-	322,200	36,526	2,956,315
Geological	189,480	202,629	2,537	79,151	-	473,797
Labour	5,512	167,113	2,410	-	-	175,035
Management and administration	188,173	133,147	6,652	11,513	-	339,485
Mapping and sampling	103,178	-	-	-	-	103,178
Title and claim management	13,649	-	6,031	35,051	157	54,888
Travel and related costs	36,652	35,884	10,474	37,640	152	120,802
	1,891,375	1,946,430	28,104	544,790	63,093	4,473,792
	4,201,674	2,224,405	28,104	767,430	63,093	7,284,706
Write-down of deferred exploration expenses	-	-	-	(767,430)	(63,093)	(830,523)
Balance, end of year	4,201,674	2,224,405	28,104	-	-	6,454,183

Year ended September 30, 2006

	Hope Bay, Nunavut	Larder Lake, Ontario	Unity, Idaho	Excelsior Springs, Nevada	Keystone, Nevada	Total
	\$	\$	\$	\$	\$	\$
Balance, beginning of year	1,510,045	-	-	76,286	-	1,586,331
Assaying	-	72,865	-	14,962	-	87,827
Compilation and reporting	34,896	4,159	-	-	-	39,055
Contractors and consultants	-	111,118	-	6,184	-	117,302
Drilling	426,591	788,266	-	1,379	-	1,216,236
Geological	165,180	162,072	-	67,242	-	394,494
Labour	-	13,775	-	-	-	13,775
Management and administration	50,915	157,019	-	19,188	-	227,122
Mapping and sampling	115,865	-	-	-	-	115,865
Title and claim management	6,807	7,614	-	12,066	-	26,487
Travel and related costs	-	12,465	-	25,333	-	37,798
	800,254	1,329,353	-	146,354	-	2,275,961
	2,310,299	1,329,353	-	222,640	-	3,862,292
Fair value of warrants (note 6)	-	(1,051,378)	-	-	-	(1,051,378)
Balance, end of year	2,310,299	277,975	-	222,640	-	2,810,914

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

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

1. GOVERNING STATUTES AND NATURE OF OPERATIONS

Maximus Ventures Ltd. (the "Company") was incorporated under the laws of British Columbia, Canada. The Company is primarily engaged in the acquisition and exploration of mineral properties. To date, the Company has not earned significant revenues and is considered to be in the exploration stage.

The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and deferred exploration expenses is dependent upon the existence of economically recoverable reserves on these properties, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production from these reserves or sufficient proceeds from their disposal thereof. The Company will periodically have to raise additional funds to continue operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Although the Company has taken steps to verify title to the mineral claims 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 and non-compliance with regulatory requirements.

All financial results in these financial statements are expressed in Canadian dollars unless otherwise indicated.

2. ACCOUNTING POLICIES

The accompanying consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP").

Accounting estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the amounts recorded in the financial statements and notes to financial statements. These estimates and assumptions are based on management's best knowledge of current events and actions that the Company may undertake in the future. Actual results may differ from those estimates. Significant areas where management judgement is applied are the carrying value of asset-backed commercial paper, mineral properties and deferred exploration expenses, asset retirement obligation and stock-based compensation.

Principles of consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Significant inter-company transactions are eliminated on consolidation.

Cash and cash equivalents

Cash and cash equivalents include bank balances and short-term investments in money market instruments that are carried at fair value (at the lower of cost and fair value until September 30, 2006).

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

2. ACCOUNTING POLICIES (continued)

Asset-Backed Commercial Paper

Investments in asset-backed commercial paper ("ABCP") are classified as held for trading and are recorded at their fair value. Unrealized gains and losses are reported in earnings.

Equipment

Equipment is accounted for at cost and amortized over its estimated useful life (3 years) using the straight-line method.

Exploration projects

Acquisition costs and expenditures on mineral exploration programs are deferred until the commercial viability of the property is determined. If commercial production is achieved, the capitalized costs are amortized over the estimated useful life of the mine or on their anticipated useful life, if the useful life of the asset is less than the life of the mine. The Company reviews the carrying values of its exploration projects at least on an annual basis or whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be recoverable, by reference to project economics (including the timing of the exploration and / or development work) work programs and exploration results or if a property is abandoned. When it becomes apparent that the carrying value of a property exceeds its estimated net recoverable amount, an impairment charge is recorded.

Asset retirement obligation

The Company recognizes the fair value of an estimated liability for the future closure and reclamation costs with a corresponding increase to the carrying value of the related long-lived asset. The Company defers the amount added to the asset until the commercial viability of the property is determined. If commercial production is achieved, the Company amortizes the amount added on the same basis as the depreciation method established for the related asset. The liability is adjusted at the end of each year to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. As at September 30, 2007, the Company had no material asset retirement obligation.

Income taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined according to differences between the carrying amounts and the tax bases of assets and liabilities. They are measured by applying enacted or substantively enacted tax rates and laws at the date of the financial statements for the years in which temporary differences are expected to reverse. The Company establishes a valuation allowance against future tax assets if, based on available information, it is more likely than not that some or all of the future tax assets will not be realized.

The Company renounces to tax deductions relating to qualified resource expenditures that are financed by the issuance of flow-through shares, to the benefit of its shareholders, in accordance with current tax legislation. Future income taxes related to the temporary differences created by this renouncement are recorded at the time that the Company renounces to its right to these deductions with a corresponding reduction to capital stock.

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

2. ACCOUNTING POLICIES (continued)

Foreign currency translation

Monetary assets and liabilities of the Company and of its integrated subsidiaries are translated into Canadian dollars at the exchange rate in effect at the balance sheet date, whereas non-monetary assets and liabilities are translated at the exchange rate in effect at the transaction date. Revenues and expenses are translated at the average rate in effect during the year with the exception of depreciation that is translated at the historical rate. Gains and losses on exchange arising from translation are recorded in earnings for the year.

Derivate instruments

The Company, on occasion, uses derivative financial instruments, which are recognized at their fair value on the balance sheet. Gains or losses arising from the use of derivative instruments, both realized and unrealized, are charged to earnings.

Loss per share

Loss per share is the result of the net loss divided by the weighted average number of shares outstanding during the year. The treasury-stock method is used to determine the dilutive effect of warrants and stock options. The diluted loss per share is the same as the basic loss per share due to the anti-dilutive effect of the outstanding warrants and options described in Note 8.

Stock option plan

The Company measures the compensation cost of stock options issued under employee and non-employee compensation plans using a fair value-based method. Compensation costs are measured at the grant date based on the fair value of the award using the Black-Scholes option-pricing model and are recognized over the related vesting period as an expense with a corresponding increase to contributed surplus.

The Black-Scholes option-pricing model used to calculate option values, as well as other currently accepted option valuation models, were developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions, which significantly differ from the Company's stock option awards. The models also require highly subjective assumptions, including future stock price volatility and expected time until exercise, which greatly affect the calculated values.

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

2. ACCOUNTING POLICIES (continued)

Changes in accounting policies

i) Financial Instruments

Effective October 1, 2006, the Company adopted the new recommendations of the Canadian Institute of Chartered Accountants (CICA) under 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*. These new Handbook Sections provide requirements for the recognition and measurement of financial instruments and on the use of hedge accounting.

Under Section 3855, all financial instruments are to be measured at fair value except for loans and receivables, held to maturity investments and other financial liabilities, which are to be measured at amortized cost. Held for trading financial assets are to be measured at fair value and changes in fair value are to be recognized in earnings. Available-for-sale financial instruments are to be measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is sold or impaired. Section 1530 establishes standards for the reporting of comprehensive income, defined as the change in equity from transactions and other events from non-owner sources, and include items that would not normally be included in earnings, such as unrealized gains or losses on available-for-sale investments.

Adoption of these new recommendations resulted in the following classification and measurement of the Company's financial instruments which were previously recorded at cost. Cash and cash equivalents and marketable securities are classified as held for trading. They are measured at fair value and changes in fair value are recognized in earnings. Amounts receivable and exploration advance are classified as loans and receivables and accounts payable and accrued liabilities are classified as other liabilities. They are measured at amortized cost. The Company has determined that the right to a 10% participation in the proceeds from the sale of marketable securities (described in note 7) is an embedded derivative. The Company's deficit position as at October 1, 2006 was reduced by \$1,352,028 to reflect the opening fair value of its financial instruments. Since October 1, 2006, changes in value of the Company's financial instruments are recognized in earnings.

ii) Allocation of proceeds on equity financing

During the year, the Company retroactively changed its method of allocating the proceeds from an equity financing between common shares and share purchase warrants to now allocate proceeds based on the relative fair values of the common shares and share purchase warrants. The fair value of the common shares is calculated by using the TSX Venture Exchange share price on the date of the issuance and the fair value of the share purchase warrants is determined using the Black-Scholes valuation model. Previously, the Company attributed the entire proceeds received through an equity financing to capital stock. The impact of this change in accounting policy is a decrease in capital stock of \$377,600 at October 1, 2006 and a corresponding increase to contributed surplus. The fair value of the warrants was determined using a risk-free interest rate of 4.06%, a 1.5-year life period, a volatility rate of 122% and a dividend rate of 0%.

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

3. MARKETABLE SECURITIES

	September 30, 2007	September 30, 2006
	\$	\$
Shares in NFX Gold Inc. ("NFX")	-	2,097,823

During the year ended September 30, 2006, the Company had acquired 8,000,000 common shares of NFX upon the exercise of warrants granted to the Company under the terms of an option agreement with NFX on the Larder Lake properties. The cost of the shares of \$3,051,378 consisted of cash paid of \$2,000,000 and the fair value of the warrants, which amount of \$1,051,378 was determined based on the Black-Scholes option pricing model using a risk-free interest rate of 3.69%, a 2 year life period, a volatility rate of 130% and a dividend rate of 0%.

In 2006, the Company had also completed an option agreement with Kodiak International Inc. ("Kodiak") (with amendments), which gave Kodiak an option to purchase from the Company in whole or in part in multiples of 500,000 shares, the 8,000,000 shares of NFX, at specified prices. During the year ended September 30, 2006, Kodiak had acquired 2,500,000 of the NFX shares for proceeds of \$1,450,000. In January 2007, Kodiak acquired an additional 4,500,000 of the NFX shares for proceeds of \$1,935,000. At that date, the option agreement with Kodiak expired partially unexercised. In August 2007, the Company sold the remaining 1,000,000 shares of NFX for proceeds of \$329,388.

4. INVESTMENTS IN ASSET-BACKED COMMERCIAL PAPER

As at September 30, 2007, the Company held \$4,784,386 of non-bank sponsored ABCP (before accounting for an impairment charge), of which \$1,992,600 is invested in Apsley Trust Class E, \$1,992,530 with Rocket Trust Class E, with the remaining balance invested in Ironstone Trust Class E. These investments matured on August 16, 2007 but no payment has been received. At the time the Company acquired the investments, the non-bank sponsored ABCPs were rated R-1 (High) by DBRS Limited ("DBRS"), the highest credit rating for commercial paper.

DBRS placed certain of the ABCP "Under Review with Developing Implications" following the August 16, 2007 announcement that a group representing banks, asset providers and major investors had agreed in principle to a long-term proposal and interim agreement to convert the ABCP into term floating-rate notes ("FRN") maturing no earlier than the scheduled termination dates of the underlying assets (the "Montreal Proposal ABCP"). In November 2007, DBRS downgraded the rating of Apsley Trust to R-4 Under Review with Developing Implications, due to its exposure to US sub-prime Residential Mortgage-Backed Securities.

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

4. INVESTMENTS IN ASSET-BACKED COMMERCIAL PAPER (continued)

On September 6, 2007, a Pan Canadian Committee (the "Committee") consisting of a panel of major Montreal Proposal ABCP investors was formed. The Committee subsequently retained Goodmans and JP Morgan Chase as legal and financial advisors, respectively, to oversee the proposed restructuring process. On October 16, 2007, the Chairman of the Committee announced the proposed restructuring of one of the 22 conduits affected by this crisis, and an extension of the standstill agreement until December 14, 2007, which date was further extended to January 31, 2008.

The Montreal Proposal ABCP last traded in the active market on or about August 13, 2007 and there are currently no market quotations available for the Montreal Proposal ABCP. There is no certainty regarding the outcome of the Montreal Proposal and therefore there is a significant amount of uncertainty in estimating the amount and timing of cash flows associated with the Montreal Proposal ABCP. The Company estimates the fair value of the Montreal Proposal ABCP by applying a loss factor of 25% to 50% on investments exposed to US sub-prime mortgages and a 10% loss factor on other investments and using a valuation technique which incorporates a risk factor to discounted future cash flows considering the best available market data and management's intentions for such investments as at September 30, 2007. Consequently, the Company has recorded during the year an impairment charge of \$950,000 related to ABCP held.

Since the fair value of the Montreal Proposal ABCP are determined based on the Company's assessment of market conditions as at September 30, 2007, the fair value reported may change materially in subsequent periods. In addition, the fair value estimates are dependent upon the likelihood, nature and timing of future restructuring under the terms of the Montreal Proposal.

Temporary line of credit

On August 30, 2007 (with amendments dated October 9, 2007 and December 6, 2007), the Company entered into a temporary credit facility of \$1,000,000, secured by the Company's investments in ABCP, to fund working capital requirements. As at September 30, 2007, the Company had not drawn on the facility, which bears interest at prime less 1.50% and matures on January 31, 2008. The Company is required to reduce the amount of the outstanding credit facility with any proceeds received from the sale of the ABCP.

5. EQUIPMENT

	Cost	Accumulated depreciation	September 30, 2007 Net	September 30, 2006 Net
	\$	\$	\$	\$
Computer equipment	5,302	884	4,418	-

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

6. MINERAL PROPERTIES AND DEFERRED EXPLORATION EXPENSES

	September 30, 2007		September 30, 2006	
	Mineral properties	Deferred exploration expenses	Mineral properties	Deferred exploration expenses
	\$	\$	\$	\$
Hope Bay, Nunavut	775,000	4,201,674	632,500	2,310,299
Larder Lake, Ontario	-	2,224,405	-	277,975
Unity, Idaho	30,992	28,104	-	-
Excelsior Springs, Nevada	-	-	51,026	222,640
Keystone, Nevada	-	-	8,607	-
	805,992	6,454,183	692,133	2,810,914

Hope Bay, Nunavut

Pursuant to an agreement dated September 10, 2004, as amended February 20, 2006, Miramar Mining Corporation ("Miramar"), a company related by virtue of a common director, and the Company, entered into an option agreement whereby the Company can earn a 75% interest in the Chicago Claim Group and Twin Peaks areas, Hope Bay, Nunavut. To earn its interest, the Company is required to:

- Issue 5,000,000 common shares over a three year period (4,000,000 common shares issued at September 30, 2007 at a value of \$775,000 and the remaining 1,000,000 common shares issued on October 5, 2007 at a value of \$300,000).
- Incur \$7,250,000 in expenditures over three years, with scheduled minimum cumulative expenditures of \$3,250,000 by October 31, 2007, \$5,250,000 by October 31, 2008, and \$7,250,000 by October 31, 2009, as amended on February 19, 2007 to extend the terms on the exploration expenditures from April 30th to October 31st of each year.

Additionally, the Company is required to issue up to 16,500,000 common shares as follows:

- 1,500,000 shares following the reporting of the first 500,000 of gold equivalent ounces in measured, indicated or inferred resources;
- 7,500,000 shares over three tranches upon the first, second and third million gold equivalent ounces reported as measured and/or indicated resources;
- 2,500,000 shares on delivery of a positive feasibility study; and
- 5,000,000 shares upon reaching commercial production.

Miramar will have a one-time right to buy back up to a 50% interest and become operator by paying the Company 150% of the Company's proportionate exploration costs for the percentage being acquired.

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

6. MINERAL PROPERTIES AND DEFERRED EXPLORATION EXPENSES (continued)

Larder Lake Properties, Ontario

On November 24, 2005, the Company entered into an option agreement to acquire a 60% interest in the Cheminis, Bear Lake and Fernland properties and a 45% interest in the Barber Larder property, collectively referred to as the Larder Lake properties located in Ontario. To earn its interest, the Company is required to incur total minimum expenditures of \$6,000,000, of which required commitments of \$1,200,000 was incurred by December 31, 2006. Additional commitments of \$2,000,000 must be incurred by December 31, 2007 and \$2,800,000 by December 31, 2008. At September 30, 2007, the Company had incurred a cumulative amount of \$3,275,783 on this property, considering the value for the NFX warrants in the amount of \$1,051,378 (note 3) which was presented as a reduction of deferred exploration expenses.

Unity, Idaho

On July 31, 2007, the Company entered into an option agreement with Unity GoldSilver Mines Inc. (a privately-held company) ("Unity") to earn a 60% interest in the Unity mineral property located in Idaho, USA. To earn its interest, the Company must incur US\$1,000,000 in exploration and development work and complete a positive feasibility study, by November 2010. During the earn-in period, the Company will manage all exploration-related activities. In the event that a positive feasibility study is completed and that a favourable Board decision is obtained to begin construction, the Company and Unity (through a joint venture agreement to be prepared within the next 12 months) would fund such construction expenditures in accordance with their respective participation in the project. In the event that Unity decides not to participate in the funding of the construction costs, the Company will finance all construction costs and receive an additional 5% participation in the project from Unity. As a result of this agreement, the Company issued to an unrelated third party, as a finder's fee, 39,950 of its common shares which value on the date of grant represented an amount of \$13,184 (US \$12,500).

Excelsior Springs Project, Esmeralda County, Nevada

In 2005, the Company entered into an option agreement to acquire certain unpatented mining claims located in Esmeralda County, Nevada for US\$270,000, payable by September 30, 2009, and a royalty of 2% on gross sales of metals from the property. At September 30, 2007, the Company has paid a total amount of \$44,930 (US\$40,000). In 2005, the Company also entered into a separate option agreement to acquire certain patented mining claims also located in Esmeralda County, Nevada for an annual payment of US\$12,000 until production and payment of a 2% royalty on gross sales. On reviewing the results from its exploration program, the Company decided not to pursue further work on this project and consequently wrote-down the carrying value of the property to Nil during the year ended September 30, 2007, by recording a charge under the caption "Write-down of deferred exploration expenses and mineral properties" in the amount of \$855,228.

Maximus Ventures Ltd.
 (an exploration stage Company)
Notes to Consolidated Financial Statements

September 30, 2007 and 2006

6. MINERAL PROPERTIES AND DEFERRED EXPLORATION EXPENSES (continued)

Keystone, Pershing County, Nevada

During the year ended September 30, 2006, the Company staked certain unpatented mining claims located in Pershing County, Nevada. On reviewing the results from its exploration program, the Company decided not to pursue further work on this property and consequently wrote-down the carrying value of the property to Nil during the year ended September 30, 2007, by recording a charge under the caption "Write-down of deferred exploration expenses and mineral properties" in the amount of \$77,265. The Company has no further commitments related to this property.

7. LOAN FROM A RELATED PARTY

During the year ended September 30, 2006, the Company borrowed \$2,000,000 from a company controlled by the chairman of the Company, of which \$1,450,000 had been repaid as at September 30, 2006. The balance of the loan was repaid in January 2007. Under the terms of the loan agreement, a total of 500,000 common shares was issued to the lender (shares issued during the year ended September 30, 2006) and the lender was paid an amount of \$171,576 during the year ended September 30, 2007, which consisted in a right to a 10% participation of the proceeds exceeding \$2,000,000 from the sale of the NFX shares, up to a maximum of \$200,000. As the participation right was determined to be an embedded derivative to the sale of the marketable securities, its fair value on October 1, 2006 was presented as an opening adjustment to deficit.

8. CAPITAL STOCK

a) Issued and fully paid

	Year ended September 30, 2007		Year ended September 30, 2006	
	Number of shares	Amount \$	Number of shares	Amount \$
Authorized				
Unlimited number of common shares without par value				
Balance, beginning of year	48,242,330	32,519,107	34,909,014	28,215,540
Issued				
Private placement	10,000,000	4,600,000	9,500,000	3,872,400
Exercise of warrants	3,316,666	663,333	2,333,316	466,663
Hope Bay property (note 6)	500,000	142,500	1,000,000	312,500
Financing fee (note 7)	-	-	500,000	170,000
Finder's fee – Unity property (note 6)	39,950	13,184		
Share issue costs				
Commissions and other costs		(272,320)		(388,079)
Value of broker warrants		(128,029)		(129,917)
Income tax deductions renounced		(767,700)		-
Balance, end of year	62,098,946	36,770,075	48,242,330	32,519,107

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

8. CAPITAL STOCK

a) Issued and fully paid (continued)

On March 6, 2007, the Company completed a brokered private placement for gross proceeds of \$4,600,000. The private placement was comprised of 10,000,000 flow-through common shares at a price of \$0.46 per share. The Company paid commissions and other costs totalling \$272,320 and issued agents' warrants to purchase up to 491,500 common shares at a price of \$0.46 per share until September 6, 2008. These broker warrants have been recorded at a fair value of \$128,029 based on the Black-Scholes option pricing model using a risk-free interest rate of 4.07%, an expected life of the warrants of 1.5 years, an annualized volatility of 124% and a dividend rate of 0%. The proceeds of the flow-through financing are to be used to incur Canadian exploration expenditures that qualify as flow-through mining expenditures for purposes of the Income Tax Act (Canada), by December 31, 2008. As at September 30, 2007, an amount of \$1,900,098 remains available for such expenditures.

On May 23, 2006, the Company completed a brokered private placement for gross proceeds of \$4,250,000. The private placement was comprised of 5,000,000 units at a price of \$0.40 per unit and 4,500,000 flow-through common shares at a price of \$0.50 per share. The units consisted of one common share and one-half of one share purchase warrant. Each whole warrant entitled the holder to purchase one additional common share of the Company at a price of \$0.60 per share until November 23, 2007 (see note 14 d). However, if the trading price of the shares of the Company closes at or above \$0.80 per share for 20 consecutive trading days any time after September 24, 2006, then the Company will have the right to provide a written notice to the warrant holders to exercise all unexercised warrants within 30 days or warrants will be cancelled. The Company paid commissions and other costs totalling \$388,079 and issued broker warrants to purchase up to 570,000 common shares at a price of \$0.45 per share until November 23, 2007 (see note 14 c). The warrants and the broker warrants have been recorded at a fair value of \$465,479 and \$129,917 respectively, based on the Black-Scholes option pricing model using a risk-free interest rate of 4.06%, an expected life of the warrants of 1.5 years, an annualized volatility rate of 122% and a dividend rate of 0%. The proceeds of the flow-through financing totalling \$2,250,000 were fully used to incur Canadian exploration expenditures.

In accordance with the flow-through share agreement dated May 23, 2006, in the amount of \$2,250,000, the Company has renounced the related tax deductions in an amount of \$767,700 with a corresponding increase to future income tax recovery.

Maximus Ventures Ltd.
 (an exploration stage Company)
Notes to Consolidated Financial Statements

September 30, 2007 and 2006

8. CAPITAL STOCK (continued)

b) Warrants

	Year ended September 30, 2007	Year ended September 30, 2006
Number of warrants		
Balance, beginning of year	6,386,666	5,649,982
Issued	491,500	3,070,000
Exercised	(3,316,666)	(2,333,316)
Balance, end of year	3,561,500	6,386,666

At September 30, 2007, the outstanding number of warrants exercisable into common shares is as follows:

	Number of warrants		Number of warrants		Price	Expiry date
	Sept 30, 2006	Issued	Exercised	Sept 30, 2007	per share	
					\$	
Private placement offering of July 2005	3,316,666	-	(3,316,666)	-	0.20	-
Private placement offering of May 2006	2,500,000	-	-	2,500,000	0.60	2007-11-23
Broker warrants - May 2006	570,000	-	-	570,000	0.45	2007-11-23
Broker warrants - March 2007	-	491,500	-	491,500	0.46	2008-09-06
	6,386,666	491,500	(3,316,666)	3,561,500		

c) Stock options

The Company has a stock option plan in place under which it is authorized to grant options to directors, senior officers, employees and consultants to acquire up to 20% of the issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum of 5 years. The directors may determine and impose terms upon which each option shall become vested in respect of option shares. Current policies of the TSX-Venture Exchange ("TSXV") provide that minimum vesting requirements shall be 25% of the option upon TSXV approval and 12.5% every quarter thereafter, which is the vesting period adopted by the directors of the Company. The Company measures compensation costs related to the award of stock options using the fair value method. The fair value of the options is estimated using the Black-Scholes option pricing model. A stock-based compensation charge is recognized over the vesting period.

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

8. CAPITAL STOCK (continued)

c) Stock options (continued)

During the year, the Company granted 2,500,000 stock options (200,000 in 2006) valued at \$709,500 (\$63,558 in 2006). The weighted-average fair value of the options granted during the year was estimated at \$0.28 per option (\$0.32 in 2006) using an expected time-period of 5 years (5 years in 2006), a semi-annual risk-free interest rate ranging from 3.90% to 4.40% (4.13% in 2006), a volatility rate of between 86% and 124% (99% in 2006) and a 0% dividend factor (0% in 2006). Pursuant to the Company's stock option plan, these options will vest over 18 months until November 2008.

The following table sets out the activity in stock options:

	Year ended September 30, 2007	Year ended September 30, 2006
Number of Options		
Balance, beginning of year	1,400,000	1,380,000
Granted	2,500,000	200,000
Cancelled / expired	-	(180,000)
Number of options outstanding, end of year	<u>3,900,000</u>	<u>1,400,000</u>

Stock option transactions are summarized as follows:

Grant date	Exercise price	Balance, Sept 30, 2006	Granted	Exercised	Cancelled	Balance, Sept 30, 2007	Number of options exercisable	Residual exercise period
	\$							
Nov 12, 2004	0.12	500,000	-	-	-	500,000	500,000	2.1 years
Aug 31, 2005	0.10	700,000	-	-	-	700,000	700,000	2.9 years
Mar 28, 2006	0.30	200,000	-	-	-	200,000	200,000	3.5 years
Nov 14, 2006	0.32	-	900,000	-	-	900,000	562,500	4.1 years
Dec 27, 2006	0.40	-	1,000,000	-	-	1,000,000	625,000	4.3 years
Feb 22, 2007	0.35	-	400,000	-	-	400,000	200,000	4.4 years
May 23, 2007	0.29	-	200,000	-	-	200,000	75,000	4.6 years
		<u>1,400,000</u>	<u>2,500,000</u>	<u>-</u>	<u>-</u>	<u>3,900,000</u>	<u>2,862,500</u>	

d) Diluted earnings per share

Excluded from the calculation of the diluted earnings per share for the year ended September 30, 2007 are 3,561,500 warrants (6,336,667 in 2006) and 2,700,000 stock options (200,000 in 2006) because to include them would be anti-dilutive.

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

9. RELATED PARTY TRANSACTIONS

During the year ended September 30, 2007, the Company entered into the following transactions with related parties:

- a) Paid or accrued management fees of \$65,743 (2006 - \$71,798) to a company controlled by a director of the Company.
- b) Paid or accrued consulting fees of \$18,500 (2006 - Nil) to the Chairman of the Company.
- c) Paid or accrued administration expenses of \$59,525 to Reunion Gold Corporation (2006 - Nil), a company with a common director and officer, providing administrative services.
- d) Paid or accrued mineral property expenditures of \$1,837,430 (2006 - \$782,649) to a company with a common director and Nil (2006 - \$39,956) to a director of the Company.

As at September 30, 2007, an exploration advance of \$57,411 (September 30, 2006 - \$274,565) was paid to a company with a common director, an advance of \$35,912 was paid to a company controlled by the Chairman of the Company and accounts payable and accrued liabilities included an amount due to Reunion Gold Corporation of \$46,708 (Nil at September 30, 2006).

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

10. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	Year ended September 30, 2007	Year ended September 30, 2006
	\$	\$
Earnings (loss) before income taxes	(4,274,757)	86,264
Expected income tax expense (recovery)	(1,458,547)	31,590
Non-deductible expenses (non-taxable income)	1,355,772	(6,022)
Unrecognized tax benefit	(664,925)	(25,568)
Total income tax recovery	(767,700)	-
Represented by:		
Future income tax recovery	(767,700)	-

Maximus Ventures Ltd.
 (an exploration stage Company)
Notes to Consolidated Financial Statements

September 30, 2007 and 2006

10. INCOME TAXES (continued)

The significant components of the Company's future income tax assets and liabilities are as follows:

	September 30, 2007	September 30, 2006
	\$	\$
Future income tax assets		
Non-capital loss carryforwards	576,280	778,000
Mineral properties	951,660	1,866,000
Financing costs	222,580	123,000
Capital loss carryforwards	2,318,760	2,243,000
	<u>4,069,280</u>	<u>5,010,000</u>
Future income tax liabilities		
Marketable securities	-	(224,000)
Valuation allowance	<u>(4,069,280)</u>	<u>(4,786,000)</u>
Total future income tax assets	<u>-</u>	<u>-</u>

During the year ended September 30, 2007, the Company renounced exploration expenditures of \$2,250,000 (2006 – Nil) which resulted in a \$767,700 charge against capital stock and a corresponding future income tax recovery to earnings.

The Company has non-capital tax losses, which are available to reduce income taxes in future years. They total \$1,889,440 and expire as follows:

	\$
2008	539,784
2009	303,126
2010	510,967
2014	377,704
2015	156,889
2027	970
Total	<u>1,889,440</u>

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

11. SEGMENTED INFORMATION

The Company has one reportable operating segment being the acquisition and exploration of mineral properties. Mineral properties and deferred exploration expenses are located in the following geographic locations:

	September 30, 2007	September 30, 2006
	\$	\$
Canada	7,201,079	3,220,772
United States of America	59,096	282,275
	<u>7,260,175</u>	<u>3,503,047</u>

12. FINANCIAL INSTRUMENTS

The Company's financial instruments at September 30, 2007 consist of cash and cash equivalents, receivables, investments in ABCP and accounts payable and accrued liabilities. Other than investments in ABCP, the fair value of these financial instruments approximates their carrying value. Other than investments in ABCP, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

The Company's risk management is coordinated by the officers of the Company, in close co-operation with the members of the board of directors.

13. COMPARATIVE FIGURES

Certain comparative figures provided for the year ended September 30, 2006 have been reclassified to conform to the presentation adopted for the year ended September 30, 2007.

Maximus Ventures Ltd.

(an exploration stage Company)

Notes to Consolidated Financial Statements

September 30, 2007 and 2006

14. SUBSEQUENT EVENTS

a) Issuance of shares for mineral property

On October 5, 2007, the Company issued to Miramar Hope Bay Ltd. ("Miramar") 1,000,000 common shares due and owing to Miramar, valued at \$300,000, pursuant to its Option Agreement (as more fully described in note 6).

b) Private Placement

On October 24, 2007 the Company completed a private placement of 10,666,666 Units at a price of \$0.30 per Unit for gross proceeds of \$3,200,000, of which 9,730,000 Units were brokered and 936,666 Units were non-brokered. Each Unit issued consists of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire an additional common share of the Company at a price of \$0.40 per share until April 24, 2009, subject to the right of the Company to accelerate, on or after February 25, 2008, the expiry date of the warrants where the closing price of the Company's common shares is \$0.40 or greater for a period of 30 consecutive trading days. The Agents received a cash commission of 6% of the gross proceeds of the brokered portion of the financing and non-transferable agent's warrants to purchase up to 583,800 common shares of the Company at a price of \$0.30 per share until April 24, 2009. Net proceeds from the sale of the Units will be used by the Company for exploration expenditures on its projects in Canada and in the USA and for general working capital purposes.

c) Exercise of warrants

In November 2007, the May 2006 broker warrants, which totaled 570,000 warrants, were fully exercised for total proceeds of \$256,500.

d) Extension of maturity date of warrants

In November 2007, the Company extended by six months the term of outstanding share purchase warrants exercisable for 2,500,000 of its shares and issued pursuant to the May 23, 2006 private placement. There was no amendment to the exercise price. The 2,500,000 outstanding warrants exercisable at \$0.60 per share will expire on May 23, 2008.

e) Grant of stock options

On December 14, 2007, the Company's board of directors approved the granting of 620,000 stock options pursuant to the terms of the stock option plan. Each stock option is exercisable at a price of \$0.42 per share for a period of 5 years from the date of grant.