
GOLDEN PEAKS RESOURCES LTD.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED
JULY 31, 2008

(Unaudited - Prepared by Management)

**MANAGEMENT'S COMMENTS ON
UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying unaudited interim consolidated financial statements of Golden Peaks Resources Ltd. for the three months ended July 31, 2008, have been prepared by and are the responsibility of the Company's management. These statements have not been reviewed by the Company's external auditors.

GOLDEN PEAKS RESOURCES LTD.
INTERIM CONSOLIDATED BALANCE SHEETS
(Unaudited - Prepared by Management)

	July 31, 2008 \$	April 30, 2008 \$
A S S E T S		
CURRENT ASSETS		
Cash and cash equivalents	1,950,422	3,392,649
Amounts receivable (Note 3)	30,854	54,917
Prepays	<u>12,413</u>	<u>19,677</u>
	1,993,689	3,467,243
PLANT AND EQUIPMENT - net of accumulated amortization of \$74,809	104,531	90,352
MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS (Note 4)	<u>15,493,656</u>	<u>14,617,943</u>
	<u><u>17,591,876</u></u>	<u><u>18,175,538</u></u>
L I A B I L I T I E S		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	<u>945,660</u>	<u>1,143,720</u>
S H A R E H O L D E R S ' E Q U I T Y		
SHARE CAPITAL (Note 5)	29,300,113	29,300,113
CONTRIBUTED SURPLUS (Note 7)	3,164,843	3,164,843
DEFICIT	<u>(15,818,740)</u>	<u>(15,433,138)</u>
	<u>16,646,216</u>	<u>17,031,818</u>
	<u><u>17,591,876</u></u>	<u><u>18,175,538</u></u>

APPROVED BY THE BOARD

"Kieran Downes" , Director

"Nick DeMare" , Director

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

GOLDEN PEAKS RESOURCES LTD.
INTERIM CONSOLIDATED STATEMENTS OF
LOSS, COMPREHENSIVE LOSS AND DEFICIT
(Unaudited - Prepared by Management)

	Three Months Ended	
	July 31	
	2008	2007
	\$	\$
EXPENSES		
Accounting and administration	20,000	16,708
Advertising	-	3,289
Amortization	5,874	3,798
Audit	49,000	19,370
Capital tax	184,508	-
Consulting	3,380	20,100
Directors' fees	12,500	12,500
Filing and transfer agent fees	8,402	9,032
General exploration	1,071	1,299
Legal	53,431	6,005
Management fees	25,163	26,000
Office and general	23,661	21,185
Office rent	5,384	5,275
Salaries and benefits	26,101	22,362
Shareholder communications	5,701	20,694
Stock-based compensation	-	413,355
Travel and related costs	14,187	6,195
	<u>438,363</u>	<u>607,167</u>
LOSS BEFORE THE FOLLOWING ITEMS	(438,363)	(607,167)
INTEREST INCOME	16,633	91,800
FOREIGN EXCHANGE GAIN (LOSS)	<u>36,128</u>	<u>(9,953)</u>
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	(385,602)	(525,320)
DEFICIT - BEGINNING OF PERIOD	<u>(15,433,138)</u>	<u>(13,130,512)</u>
DEFICIT - END OF PERIOD	<u>(15,818,740)</u>	<u>(13,655,832)</u>
 BASIC AND DILUTED LOSS PER COMMON SHARE	 <u>\$(0.01)</u>	 <u>\$(0.02)</u>
 WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	 <u>31,563,594</u>	 <u>31,066,746</u>

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

GOLDEN PEAKS RESOURCES LTD.
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited - Prepared by Management)

	Three Months Ended	
	July 31	
	2008	2007
	\$	\$
CASH PROVIDED FROM (USED FOR)		
OPERATING ACTIVITIES		
Loss for the period	(385,602)	(525,320)
Items not involving cash		
Amortization	5,874	3,798
Stock-based compensation	-	413,355
	(379,728)	(108,167)
Decrease (increase) in amounts receivable	24,063	(25,497)
Decrease in prepaids	7,264	3,874
Increase (decrease) in accounts payable and accrued liabilities	200,764	(732,268)
	(147,637)	(862,058)
FINANCING ACTIVITY		
Issuance of common shares	-	412,500
INVESTING ACTIVITIES		
Expenditures on mineral properties and deferred exploration costs	(1,271,460)	(1,697,479)
Plant and equipment purchases	(23,130)	(1,609)
	(1,294,590)	(1,699,088)
DECREASE IN CASH AND CASH EQUIVALENTS FOR THE PERIOD	(1,442,227)	(2,148,646)
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	3,392,649	10,020,077
CASH AND CASH EQUIVALENTS - END OF PERIOD	1,950,422	7,871,431
CASH AND CASH EQUIVALENTS COMPRISED OF:		
Cash	549,917	2,087,836
Short-term investments	1,400,505	5,783,595
	1,950,422	7,871,431

SUPPLEMENTAL CASH FLOW INFORMATION - See Note 9

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

GOLDEN PEAKS RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JULY 31, 2008
(Unaudited - Prepared by Management)

1. NATURE OF OPERATIONS

The Company is a junior mineral exploration company currently engaged in the acquisition and exploration of precious metals on mineral properties located in Argentina. On the basis of information to date, it has not yet determined whether these properties contain economically recoverable ore reserves. The underlying value of the mineral properties and related deferred costs is entirely dependent on the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete development and upon future profitable production. The amounts shown as mineral properties and deferred exploration costs represent net costs to date, less amounts written off, and do not necessarily represent present or future values.

Management considers that the Company has adequate resources to maintain its core operations and planned exploration programs over the next twelve months. However, the Company recognizes that exploration expenditures may change with ongoing results and, as a result, it may be required to obtain additional financing. While the Company has been successful in securing financings in the past, there can be no assurance that it will be able to do so in the future.

2. SIGNIFICANT ACCOUNTING POLICIES

The interim consolidated financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the interim financial statements and accompanying notes. Actual results could differ from those estimates. The interim consolidated financial statements have, in management's opinion, been properly prepared using careful judgement with reasonable limits of materiality. These interim consolidated financial statements should be read in conjunction with the most recent annual consolidated financial statements. The significant accounting policies follow that of the most recently reported annual financial statements.

3. AMOUNTS RECEIVABLE

	July 31, 2008	April 30, 2008
	\$	\$
Amounts receivable	20,523	42,310
Interest receivable	1,308	4,131
Goods and services tax receivable	9,023	8,476
	<u>30,854</u>	<u>54,917</u>

GOLDEN PEAKS RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JULY 31, 2008
(Unaudited - Prepared by Management)

4. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS

	July 31, 2008			April 30, 2008		
	Mineral Property \$	Deferred Exploration Costs \$	Total Costs \$	Mineral Property \$	Deferred Exploration Costs \$	Total Costs \$
La Fortuna	2,048,689	10,761,792	12,810,481	2,034,744	10,051,015	12,085,759
Lonco	107,725	172,409	280,134	103,588	171,606	275,194
Oro	96,828	50,541	147,369	92,691	50,541	143,232
Cerro Delta	318,445	139,050	457,495	318,445	127,957	446,402
Others	-	1,798,177	1,798,177	-	1,667,356	1,667,356
	<u>2,571,687</u>	<u>12,921,969</u>	<u>15,493,656</u>	<u>2,549,468</u>	<u>12,068,475</u>	<u>14,617,943</u>

(a) *La Fortuna Project*

The La Fortuna Project comprises two agreements:

- i) in December 2003, the Company entered into an option agreement to earn a 100% interest in the La Fortuna Property, covering approximately 5,000 hectares, located in the province of Chubut, Argentina. The Company has paid a total of US \$350,000 to acquire the option on a 100% interest in the La Fortuna Property. In addition, the Company must pay US \$1 per ounce of all proven and economically recoverable gold or gold-silver equivalent to the optionor, to a maximum of US \$5 million, of which an initial payment of US \$1 million was paid on June 19, 2007. Following the initial payment the option agreement is now considered to be partially exercised and the ownership of the La Fortuna Property will be transferred to the Company on December 19, 2008. At that time the Company will also be required to pay for all additional proven and economically recoverable ounces of gold or gold-silver equivalent discovered in excess of 1 million ounces, to a maximum of 4 million ounces, at US \$1 per ounce. If 4 million ounces have not been discovered by December 19, 2008, the Company will continue to have the obligation to pay US \$1 per ounce for all additional proven and economically recoverable ounces of gold or gold-silver equivalent discovered to a maximum of 4 million ounces.
- ii) in January 2007, the Company entered into an option agreement to acquire a 100% interest in the Stella Maris claims, covering approximately 50 hectares, under which the Company has paid a total of US \$70,000 in option payments and is required to make further option payments totalling US \$380,000, as follows:

Date	Option Payments US \$
October 30, 2008	60,000
October 30, 2009	80,000
October 30, 2010	100,000
October 30, 2012	140,000
	<u>380,000</u>

Upon exercise of the option, the vendor will retain a 1.5% net smelter royalty ("NSR") which can be purchased by the Company at any time prior for US \$450,000.

GOLDEN PEAKS RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JULY 31, 2008
(Unaudited - Prepared by Management)

4. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS (continued)

(b) *Lonco Project*

In December 2004, the Company entered into an option agreement to acquire a 100% interest in the Lonco Project, covering approximately 66,000 hectares, located in the province of Neuquen, Argentina. Under the agreement the Company is required to make monthly payments of US \$2,000 and can purchase the Lonco Project at any time by payment of US \$400,000. If the option is exercised the Company will pay advance royalties of US \$2,000 per month until the earlier of ten years, or the start of commercial production at which time a 1% NSR becomes payable.

(c) *Oro Project*

In December 2004, the Company entered into an option agreement to acquire a 100% interest in the Oro Project, covering approximately 72,000 hectares, located in the province of Neuquen, Argentina. Under the agreement the Company is required to make monthly payments of US \$2,000 and can purchase the Oro Project at any time by payment of US \$400,000. If the option is exercised the Company will pay advance royalties of US \$2,000 per month until the earlier of ten years, or the start of commercial production at which time a 1% NSR becomes payable.

(d) *Cerro Delta Project*

In August 2007, the Company entered into an option agreement to acquire a 100% interest in the Cerro Delta Project, covering 16,800 hectares, located in the Maricunga Belt, in La Rioja Province, Argentina. Under the agreement the Company is required to make option payments totalling US \$4,000,000. As at July 31, 2008, the Company has paid US \$300,000 and is required to make further option payments as follows:

Date	Option Payments US \$
March 30, 2009	300,000
March 30, 2010	400,000
March 30, 2011	1,000,000
March 30, 2012	<u>2,000,000</u>
	<u><u>3,700,000</u></u>

Upon exercise of the option, the vendor will retain a 0.8% NSR.

The Company has also acquired cateos covering 13,900 hectares immediately adjacent to the optioned ground.

GOLDEN PEAKS RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JULY 31, 2008
(Unaudited - Prepared by Management)

5. SHARE CAPITAL

Authorized - unlimited common shares without par value

Issued -	Three Months Ended July 31, 2008		Year-Ended April 30, 2008	
	Shares	\$	Shares	\$
Balance, beginning of period	31,563,594	29,300,113	30,943,594	28,546,902
Issued during the period				
For cash				
Exercise of options	-	-	450,000	250,000
Exercise of warrants	-	-	170,000	382,500
Reallocation from contributed surplus on exercise of options	-	-	-	120,711
	-	-	620,000	753,211
Balance, end of period	31,563,594	29,300,113	31,563,594	29,300,113

6. STOCK OPTIONS AND STOCK-BASED COMPENSATION

A summary of the Company's outstanding stock options at July 31, 2008 and 2007 and the changes for the three months ending on those dates is presented below:

	2008		2007	
	Options Outstanding	Weighted Average Exercise Price \$	Options Outstanding	Weighted Average Exercise Price \$
Balance, beginning of period	2,733,000	1.76	2,183,000	1.76
Granted	-	-	400,000	2.05
Exercised	-	-	(50,000)	0.60
Cancelled / expired	(33,000)	2.22	(100,000)	2.05
Balance, end of period	2,700,000	1.75	2,433,000	1.82

The following table summarizes information about the stock options outstanding and exercisable at July 31, 2008:

Exercise Price \$	Number Outstanding	Expiry Date
2.15	600,000	October 25, 2008
2.06	270,000	December 1, 2008
2.10	50,000	January 17, 2009
2.50	20,000	March 20, 2009
2.27	75,000	September 21, 2009
1.40	1,385,000	April 8, 2010
2.05	300,000	May 10, 2010
	2,700,000	

GOLDEN PEAKS RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JULY 31, 2008
(Unaudited - Prepared by Management)

7. CONTRIBUTED SURPLUS

The Company's contributed surplus as July 31, 2008 and 2007, and the changes for the three months ending on those dates are comprised of the following:

	2008 \$	2007 \$
Balance, beginning of period	3,164,843	2,065,149
Stock-based compensation	-	413,355
Stock options exercised	-	(12,387)
	<u>3,164,843</u>	<u>2,466,117</u>
Balance, end of period	<u>3,164,843</u>	<u>2,466,117</u>

8. RELATED PARTY TRANSACTIONS

During the three months ended July 31, 2008 and 2007, the Company was charged for various services provided by companies controlled by directors and officers of the Company, as follows:

	2008 \$	2007 \$
Accounting and administration	20,000	15,500
Management fees	50,100	43,500
Consulting and professional	2,500	2,500
Directors fees	12,500	12,500
	<u>85,100</u>	<u>74,000</u>

These fees have been either expensed to operations or capitalized to mineral properties and deferred exploration costs based on the nature of the expenditures.

As at July 31, 2008, accounts payable and accrued liabilities include \$36,557 (2007 - \$38,271) due to these related parties.

These transactions were measured at the exchange amount, which was the amount of consideration established and agreed to by related parties.

Other related party transactions are disclosed elsewhere in these interim consolidated financial statements.

GOLDEN PEAKS RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JULY 31, 2008
(Unaudited - Prepared by Management)

9. SUPPLEMENTAL CASH FLOW INFORMATION

Non-cash financing activities were conducted by the Company during the three months ended July 31, 2008 and 2007 as follows:

	2008 \$	2007 \$
Operating activity		
Accrued payable for mineral properties and deferred exploration costs	<u>660,696</u>	<u>686,278</u>
Investing activity		
Accounts payable for mineral properties and deferred exploration costs	<u>(660,696)</u>	<u>(686,278)</u>

10. FINANCIAL INSTRUMENTS

The fair values of financial instruments at July 31, 2008, were estimated based on relevant market information and the nature and terms of financial instruments. Management is not aware of any factors which would significantly affect the estimated fair market amounts, however, such amounts have not been comprehensively revalued for purposes of these financial statements. Disclosure subsequent to the balance sheet dates and estimates of fair value at dates subsequent to July 31, 2008, may differ significantly from that presented.

Fair value approximates the amounts reflected in the financial statements for cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities.

The Company may be subject to currency risk due to the fluctuations of exchange rates between the Canadian dollar and other foreign currencies. However, the Company is not subject to significant interest and credit risks arising from these instruments.

11. SEGMENTED INFORMATION

Substantially all of the Company's operations are in one industry, the exploration for gold. Management reviews the financial results according to expenditures by property. The Company's current mineral properties are located in Argentina and its corporate assets are located in Canada. The Company is in the exploration stage and, accordingly, has no reportable segment revenues or operating results.

The Company's total assets are segmented geographically as follows:

	July 31, 2008		
	Canada \$	Argentina \$	Total \$
Identifiable assets			
Current assets	1,578,270	415,419	1,993,689
Equipment	21,395	83,136	104,531
Mineral properties and deferred exploration costs	<u>-</u>	<u>15,493,656</u>	<u>15,493,656</u>
	<u>1,599,665</u>	<u>15,992,211</u>	<u>17,591,876</u>

GOLDEN PEAKS RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JULY 31, 2008
(Unaudited - Prepared by Management)

11. SEGMENTED INFORMATION (continued)

	<u>April 30, 2008</u>		
	<u>Canada</u>	<u>Argentina</u>	<u>Total</u>
	\$	\$	\$
Identifiable assets			
Current assets	2,970,862	496,381	3,467,243
Equipment	23,623	66,729	90,352
Mineral properties and deferred exploration costs	-	14,617,943	14,617,943
	<u>2,994,485</u>	<u>15,181,053</u>	<u>18,175,538</u>

SCHEDULE I

GOLDEN PEAKS RESOURCES LTD.
INTERIM CONSOLIDATED SCHEDULES OF
MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS
(Unaudited - Prepared by Management)

	Three Months Ended July 31, 2008						Year Ended
	La Fortuna	Lonco	Oro	Cerro Delta	Others	Total	April 30,
	\$	\$	\$	\$	\$	\$	2008
							Total
							\$
BALANCE - BEGINNING OF PERIOD	<u>12,085,759</u>	<u>275,194</u>	<u>143,232</u>	<u>446,402</u>	<u>1,667,356</u>	<u>14,617,943</u>	<u>8,061,725</u>
EXPENDITURES DURING THE PERIOD							
EXPLORATION COSTS							
Accounting	5,132	-	-	-	-	5,132	27,824
Amortization	-	-	-	-	3,077	3,077	9,930
Assaying	123,524	-	-	-	-	123,524	243,625
Communications	6,305	-	-	41	-	6,346	15,131
Drilling	264,258	-	-	-	-	264,258	2,234,380
Equipment and supplies	-	-	-	-	-	-	1,331
Excavation	87,761	-	-	-	-	87,761	653,502
Field personnel and supervision	76,713	-	-	3,938	-	80,651	213,747
Geological	51,182	-	-	4,293	-	55,475	336,470
Satellite imagery	3,215	-	-	-	-	3,215	54,306
Travel and transportation	92,687	803	-	2,821	-	96,311	434,492
Foreign value added tax	-	-	-	-	127,744	127,744	705,376
	<u>710,777</u>	<u>803</u>	<u>-</u>	<u>11,093</u>	<u>130,821</u>	<u>853,494</u>	<u>4,930,114</u>
ACQUISITION COSTS							
Option payments	11,533	4,137	4,137	-	-	19,807	1,527,415
Mining rights	2,412	-	-	-	-	2,412	98,689
	<u>13,945</u>	<u>4,137</u>	<u>4,137</u>	<u>-</u>	<u>-</u>	<u>22,219</u>	<u>1,626,104</u>
	<u>724,722</u>	<u>4,940</u>	<u>4,137</u>	<u>11,093</u>	<u>130,821</u>	<u>875,713</u>	<u>6,556,218</u>
BALANCE - END OF PERIOD	<u><u>12,810,481</u></u>	<u><u>280,134</u></u>	<u><u>147,369</u></u>	<u><u>457,495</u></u>	<u><u>1,798,177</u></u>	<u><u>15,493,656</u></u>	<u><u>14,617,943</u></u>