

RINGBOLT VENTURES LTD.
(An Exploration Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED AUGUST 31, 2008
(unaudited)

RINGBOLT VENTURES LTD.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of 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 financial statements for the three months ended August 31, 2008 in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Vancouver, Canada
October 28, 2008

RINGBOLT VENTURES LTD.
(An Exploration Stage Company)
CONSOLIDATED BALANCE SHEETS
(unaudited)

	As at August 31, 2008	As at May 31, 2008
ASSETS		
CURRENT		
Cash	\$ 3,128,198	\$ 3,679,021
Accounts receivable	22,972	27,080
	3,151,170	3,706,101
MINERAL PROPERTIES (Notes 2 and 7)	876,720	399,513
	\$ 4,027,890	\$ 4,105,614
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	\$ 109,122	\$ 108,097
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Notes 3 and 7)	4,736,150	4,561,780
CONTRIBUTED SURPLUS (Note 3)	831,143	840,888
DEFICIT	(1,648,525)	(1,405,151)
	3,918,768	3,997,517
	\$ 4,027,890	\$ 4,105,614

Nature of Operations and Ability to Continue as a Going Concern (Note 1)

Subsequent Events (Note 7)

Commitments (Note 2 and 8)

On behalf of the Board:

"Jason Walsh" Director

"Derrick Strickland" Director

RINGBOLT VENTURES LTD.
(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT
(unaudited)

	For the Three Months Ended August 31,	
	2008	2007
EXPENSES		
Stock-based compensation (Note 3)	\$ -	\$ -
Management and administration fees	13,951	-
Corporate development fees	21,000	-
Audit and accounting	25,128	6,786
Legal	23,451	14,173
Consulting fees	15,060	-
Director fees	3,000	3,000
Transfer agent and filing fees	2,868	150
Filing fees	-	-
Political contributions	61,631	-
Office	19,732	10,540
Bank charges	553	106
Travel and promotion	13,876	-
Investor relations	77,033	-
	<u>277,283</u>	<u>34,755</u>
OTHER INCOME		
Foreign exchange loss (gain)	(21,927)	-
Interest income	(11,982)	(864)
	<u>(33,909)</u>	<u>(864)</u>
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	243,374	33,891
DEFICIT - BEGINNING OF PERIOD	1,405,151	393,105
DEFICIT - END OF PERIOD	<u>\$ 1,648,525</u>	<u>\$ 426,996</u>
LOSS PER SHARE - BASIC AND DILUTED	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	<u>17,193,569</u>	<u>5,147,106</u>

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

RINGBOLT VENTURES LTD.
(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	For the Three Months Ended August 31,	
	2008	2007
CASH PROVIDED BY (USED FOR)		
OPERATING ACTIVITIES		
Loss for the period	\$ (243,374)	\$ (33,891)
Items not affecting cash:		
Stock-based compensation	-	-
	(243,374)	(33,891)
Changes in non-cash working capital items:		
Accounts receivable	4,108	-
Accounts payable and accrued liabilities	1,025	4,723
Cash used in operating activities	(238,241)	(29,168)
INVESTING ACTIVITIES		
Mineral property exploration costs	(287,207)	-
Mineral property acquisition costs	(50,000)	-
	(337,207)	-
FINANCING ACTIVITIES		
Share capital issued for cash	24,625	-
Share issuance costs	-	-
	24,625	-
NET INCREASE IN CASH	(550,823)	(29,168)
CASH - BEGINNING OF PERIOD	3,679,021	134,792
CASH - END OF PERIOD	\$ 3,128,198	\$ 105,624
Non-cash transactions – Note 6		
Supplemental cash flow information		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

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

RINGBOLT VENTURES LTD.

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

FOR THE THREE MONTHS ENDED AUGUST 31, 2008

1. SIGNIFICANT ACCOUNTING POLICIES

(a) Nature of Operations and Ability to Continue as a Going Concern

These consolidated financial statements include the accounts of Ringbolt Ventures Ltd. (the "Company") (incorporated on June 13, 2006) and its 90%-owned subsidiary Bua USA LLC ("Bua") (incorporated on February 25, 2008 pursuant to the Corporations Act - Utah). All inter-company accounts have been eliminated and a minority interest has been recognized for the 10% interest of Bua not owned by the Company.

The Company is an exploration stage public company whose shares trade on the TSX Venture Exchange. The Company is engaged principally in the acquisition, exploration and development of mineral properties. The recovery of the Company's investment in mineral properties and attainment of profitable operations is principally dependent upon financing being arranged by the Company to continue operations, explore and develop the mineral properties and the discovery, development and sale of ore reserves. The outcome of these matters cannot presently be determined because they are contingent on future events.

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At August 31, 2008, the Company had not yet achieved profitable operations, has accumulated losses of \$1,648,525 since inception, had a working capital of \$3,061,295 and expects to incur further losses in the development of its business. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

(b) Mineral Properties

The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable.

Mineral exploration and development costs are capitalized on an individual prospect basis until such time as an economic ore body is defined or the prospect is abandoned. Costs for a producing prospect are amortized on a unit-of-production method based on the estimated life of the ore reserves, while those costs for the prospects abandoned are written off.

The recoverability of the amounts capitalized for the undeveloped mineral properties is dependent upon the determination of economically recoverable ore reserves, confirmation of the Company's interest in the underlying claims, the ability to obtain the necessary financing to complete their development, and future profitable production or proceeds from the disposition thereof.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of the Company's knowledge, title to all of its properties are in good standing.

RINGBOLT VENTURES LTD.

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

FOR THE THREE MONTHS ENDED AUGUST 31, 2008

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in Accounting Policies

Effective June 1, 2007, 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. Section 1530 establishes standards for reporting and presenting comprehensive income which is defined as the change in equity from transactions and other events from non-owner sources. Other comprehensive income refers to items recognized in comprehensive income but that are excluded from net income calculated in accordance with generally accepted accounting principles.

Under Section 3855, all financial instruments are classified into one of five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments and derivatives are initially measured in the balance sheet at fair value. Subsequent measurement and changes in fair value will depend on their initial classification. Held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net income. Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired. Loans and receivables, held-to-maturity investments and other financial liabilities which are measured at amortized cost.

As a result of the adoption of these new standards, the Company has classified its cash as held-for-trading. Receivables and deposits are classified as loans and receivables. Accounts payable and accrued liabilities are classified as other liabilities. There was no effect on the financial instruments as at June 1, 2007 as a result of adopting these policies.

Recent Accounting Pronouncements

Assessing Going Concern

The Accounting Standards Board ("AcSB") amended CICA Handbook Section 1400 to include requirements for management to assess and disclose an entity's ability to continue as a going concern. This section applies to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008.

Financial Instruments

The AcSB issued CICA Handbook Section 3862, *Financial Instruments – Disclosures*, which requires entities to provide disclosures in their financial statements that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date, and how the entity manages those risks. The principles in this section complement the principles for recognizing, measuring and presenting financial assets and financial liabilities in Section 3855, *Financial Instruments – Recognition and Measurement*, Section 3863, *Financial Instruments – Presentation*, and Section 3865, *Hedges*. This section applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007.

RINGBOLT VENTURES LTD.
(An Exploration Stage Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)
FOR THE THREE MONTHS ENDED AUGUST 31, 2008

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in Accounting Policies (continued)

Financial Instruments (continued)

The AcSB issued CICA Handbook Section 3863, *Financial Instruments – Presentation*, which is to enhance financial statement users' understanding of the significance of financial instruments to an entity's financial position, performance and cash flows. This section establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset. This section applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007.

Capital Disclosures

The AcSB issued CICA Handbook Section 1535, which establishes standards for disclosing information about an entity's capital and how it is managed. This section applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007.

The Company will adopt these requirements on June 1, 2008 and is currently considering the impact these will have on the Company's financial statements.

International Financial Reporting Standards

In addition to the above accounting pronouncements, the Canadian AcSB in 2006 published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards ("IFRS") over an expected five-year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended May 31, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot reasonably be estimated at this time.

(d) Financial Instruments

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The fair value of all other financial instruments approximates their recorded amounts due to short-term maturity.

RINGBOLT VENTURES LTD.*(An Exploration Stage Company)***NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****FOR THE THREE MONTHS ENDED AUGUST 31, 2008**

1. SIGNIFICANT ACCOUNTING POLICIES (continued)**(e) Equipment and Depreciation**

Equipment is recorded at cost. The Company provides for depreciation using the declining balance method at the following annual rates:

Exploration equipment	30%
Office computers	45%
Vehicles	35%

Additions during the period are depreciated at one-half the annual rate. The Company does not presently own any equipment.

(f) Asset Retirement Obligations

Asset retirement obligations recognize the liability for legal obligations relating to the retirement of property, plant and equipment and obligations arising from the acquisition, construction, development, or normal operation of those assets. Such costs are recognized at fair value, when a reasonable estimate of fair value can be made, in the period in which the liability is incurred. A corresponding increase to the carrying amount of the related asset where one is identifiable is recorded and amortized over the life of the asset. Where a related asset is not easily identifiable with a liability, the change in fair value over the course of the period is expensed. The amount of the liability is subject to re-measurement at each reporting period. The estimates are based principally on legal and regulatory requirements. It is possible that the Company's estimate of its ultimate reclamation liabilities could change as a result of changes in regulations, the extent of environmental remediation required, the means of reclamation or changes in cost estimates. Changes in estimates are accounted for prospectively commencing in the period the estimate is revised. As at May 31, 2008 the Company has no recorded reclamation liability.

(g) Impairment of Long-lived Assets

Canadian generally accepted accounting principles require that long-lived assets and intangibles to be held and used by the Company be reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If changes in circumstances indicate that the carrying amount of an asset that an entity expects to hold and use may not be recoverable, future cash flows expected to result from the use of the asset and its disposition must be estimated. If the undiscounted value of the future cash flows is less than the carrying amount of the asset, impairment is recognized. The Company has no long-lived assets as at August 31, 2008.

(h) Environmental Costs

Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations and which do not contribute to current or future revenue generation are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable and the cost can be reasonably estimated.

RINGBOLT VENTURES LTD.
(An Exploration Stage Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)
FOR THE THREE MONTHS ENDED AUGUST 31, 2008

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Share Capital

The proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option and warrant enabled the holder to purchase a share in the Company.

Share capital issued for non-monetary consideration is recorded at an amount based on fair market value.

(j) Basic and diluted loss per Share

Basic loss per share is calculated by dividing the net loss for the year available to common shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share reflect the potential dilution of securities that could share in earnings of an entity. In a loss year, potentially dilutive common shares are excluded from the loss per share calculation as the effect would be anti-dilutive. Basic and diluted loss per share is the same for the periods presented.

Basic loss per share is calculated by dividing the loss for the period by the weighted average number of shares outstanding during the period. Existing stock options have not been included in the computation of diluted loss per share as to do so would be anti-dilutive. Escrow shares which are contingently returnable are excluded from the weighted average number of shares.

(k) Foreign Currency

The Company's functional currency is the Canadian dollar. Transactions and account balances recorded in foreign currencies and the accounts of integrated foreign subsidiaries have been translated into Canadian dollars using the temporal method. Under this method foreign currency amounts and transactions are translated as follows:

- (i) Monetary assets and liabilities at approximate exchange rates prevailing at the consolidated balance sheet dates;
- (ii) Non-monetary assets and liabilities at approximate historical exchange rates;
- (iii) Deferred costs at approximate average exchange rates in effect during the period in which the costs were incurred; and
- (iv) Gains or losses resulting from changes in exchange rates are included in the determination of income or loss.

(l) Management's Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

RINGBOLT VENTURES LTD.*(An Exploration Stage Company)***NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****FOR THE THREE MONTHS ENDED AUGUST 31, 2008**

1. SIGNIFICANT ACCOUNTING POLICIES (continued)**(m) Stock-Based Compensation**

All stock-based awards made to employees and non-employees are measured and recognized using a fair value based method. For employees, the fair value of the options at the date of the grant is accrued and charged to operations, with the offsetting credit to contributed surplus, on a straight-line basis over the vesting period. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to share capital. For non-employees, the fair value of the options is measured on the earlier of the date at which the counterparty performance is complete or the date the performance commitment is reached or the date at which the equity instruments are granted if they are fully vested and non-forfeitable.

(n) Income Taxes

The asset and liability method is used for determining future income taxes. Under the asset and liability method, the change in the net future tax asset or liability is included in income. The income tax effects of temporary differences in the time when income and expenses are recognized in accordance with Company accounting practices and the time they are recognized for income tax purposes are reflected as future income tax assets or liabilities. Future income tax assets and liabilities are measured using statutory rates that are expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled.

2. MINERAL PROPERTIES**Hornby Basin Property – Northwest Territories, Canada**

By option agreement dated July 1, 2006, the Company has an exclusive option to acquire up to an undivided 100% right, title and interest in four mineral claims consisting of approximately 10,330 acres located in the Great Bear Lake area of the Northwest Territories known as the Hornby Basin Property ("HB Claims").

Government regulations provide that the claims may be held by the owner for up to 10 years in total, provided that a minimum expenditure of allowable work of \$2.00 per acre is completed.

Consideration for the original July 1, 2006 option was as follows:

	Option payments		Work commitments		Common shares
On execution of the agreement	\$ 25,000	(paid)	\$ -		100,000 (issued)
On or before August 30, 2006	-		100,000	(spent)	
On or before July 1, 2007	25,000		-		200,000
On or before August 30, 2007	-		200,000		-
On or before July 1, 2008	25,000		-		200,000
On or before August 30, 2008	-		200,000		-
On or before July 1, 2009	25,000		-		500,000
On or before August 30, 2009	-		250,000		-
	\$ 100,000		\$ 750,000		1,000,000

RINGBOLT VENTURES LTD.*(An Exploration Stage Company)***NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****FOR THE THREE MONTHS ENDED AUGUST 31, 2008**

2. MINERAL PROPERTIES (continued)***Hornby Basin Property – Northwest Territories, Canada*** (continued)

By an amending agreement dated June 30, 2007, terms of the option were amended reducing the required cash payments to \$75,000 from \$100,000, reducing the required common share issuance from 1,000,000 common shares to 500,000 common shares and reducing the required exploration work commitments to \$100,000 from \$750,000.

As at August 31, 2008, the Company continues to evaluate the merits and timing of further exploration work on the HB claims.

To earn a 100% interest in the HB claims, the June 30, 2007 amended consideration is as follows:

	Option payments		Work commitments		Common shares	
On execution of the agreement	\$ 25,000	(paid)	\$ -		100,000	(issued)
On or before August 30, 2006	-		100,000	(spent)		
On or before July 1, 2008	50,000	(paid)	-		400,000	(issued)
	\$ 75,000		\$ 100,000		500,000	

The HB claims are subject to a 2% Net Smelter Return royalty which Ringbolt can buy down to 1% at a cost of \$1,000,000.

On August 8, 2008, the Company obtained written confirmation from the Optionors accepting the Company's late payment of \$50,000 cash and late delivery of the required 400,000 common shares to the Optionors. In addition, the Optionors acknowledged in writing that the Company has now earned a 100% interest.

Paradox Basin Property – Utah, U.S.A.

The Company purchased 90% of the issued and outstanding shares of Bua USA LCC ("Bua") for cash consideration of \$10,000, the director's original cost of the shares, and the commitment to fund 100% of all potash permit and license applications and related costs to acquire prospecting permits and exploration licenses on Bureau of Land Management ("BLM") and the State of Utah lands located in the Paradox Basin within the State of Utah. This acquisition closed March 19, 2008, with an effective date of February 25, 2008, was a non arm's length transaction as one of the Company's directors was the owner of the acquired 90% share ownership of Bua. During the period from March 19, 2008 to May 31, 2008, Bua has applied for the 23 prospecting permits and an additional 9 prospecting permits (granted subsequent) with the State of Utah totaling 54,342 acres. All of the applied for prospecting permits are in the pending approval status. As of August 31, 2008, the Company has advanced \$664,822 to Bua to fund permit and license application and related exploration costs. The other 10% of Bua's issued shares is owned by a senior officer of Bua.

RINGBOLT VENTURES LTD.*(An Exploration Stage Company)***NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****FOR THE THREE MONTHS ENDED AUGUST 31, 2008****2. MINERAL PROPERTIES (continued)****Holbrook Property – Arizona, U.S.A.**

In May 2008, the Company acquired a 100% interest in 15 Arizona State Exploration Leases. All the Leases have been approved. These permits are renewable on an annual basis but in no event renewable beyond June 12, 2013. In June 2008, the Company posted a \$15,000 US blanket reclamation and damage bond with the State of Arizona.

Mineral Acquisition and Exploration Costs

As at August 31, 2008, the Company had incurred mineral property acquisition and deferred exploration costs as follows:

	As at August 31, 2008		
	Acquisition Note 2 (a)	Deferred Exploration Note 2 (a)	Total
Hornby Basin – Northwest Territories, Canada	\$ 225,000	\$ 112,554	\$ 337,554
Paradox Basin – Utah, USA	-	387,145	387,145
Holbrook Property – Arizona, USA	19,253	132,768	152,021
	\$ 244,253	\$ 632,467	\$ 876,720

	As at May 31, 2008		
	Acquisition Note 2 (a)	Deferred Exploration Note 2 (a)	Total
Hornby Basin – Northwest Territories, Canada	\$ 35,000	\$ 112,554	\$ 147,554
Paradox Basin – Utah, USA	-	170,965	170,965
Holbrook Property – Arizona, USA	19,253	61,741	80,994
	\$ 54,253	\$ 325,193	\$ 399,513

Refer to Notes 2(a) and 2(b) for the detailed mineral property costs incurred during the three months ended August 31, 2008 and for the year ended May 31, 2008.

RINGBOLT VENTURES LTD.*(An Exploration Stage Company)***NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****FOR THE THREE MONTHS ENDED AUGUST 31, 2008**

2. MINERAL PROPERTIES (continued)***Mineral Acquisition and Exploration Costs*** (continued)**(a) Mineral Property Costs for the Three Months Ended August 31, 2008**

	Hornby Basin	Holbrook Property	Paradox Basin	Total
Property acquisition costs				
Balance, beginning of the period	\$ 35,000	\$ 19,253	\$ -	\$ 54,253
Cash	50,000	-	-	50,000
Shares (including obligation to issue shares)	140,000	-	-	140,000
Balance, end of the period	225,000	19,253	-	244,253
Deferred exploration costs				
Balance, beginning of the period	112,554	61,742	170,964	345,260
Incurred during the period:				
Consulting	-	5,136	15,819	20,955
Exploration	-	50,482	70,237	120,719
Geological	-	-	18,081	18,081
Permit applications	-	15,408	97,373	112,781
Professional services	-	-	14,671	14,671
Total expenditures during the period	-	71,026	216,181	287,207
Total expenditures, end of the period	112,554	132,768	387,145	632,467
Balance, end of the period	\$ 337,554	\$ 152,021	\$ 387,145	\$ 876,720

RINGBOLT VENTURES LTD.*(An Exploration Stage Company)***NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****FOR THE THREE MONTHS ENDED AUGUST 31, 2008****2. MINERAL PROPERTIES** (continued)***Mineral Acquisition and Exploration Costs*** (continued)**(b) Mineral Property Costs for the Year Ended May 31, 2008**

	Hornby Basin	Holbrook Property	Paradox Basin	Total
Property acquisition costs				
Balance, beginning of the year	\$ 35,000	\$ -	\$ -	\$ 35,000
Cash	-	19,253	-	19,253
Shares (including obligation to issue shares)	-	-	-	-
Balance, end of the year	35,000	19,253	-	54,253
Deferred exploration costs				
Balance, beginning of the year	102,559	-	-	102,559
Incurred during the year:				
Camp supplies	5,695	-	-	5,695
Consulting	4,300	11,724	14,112	30,136
Exploration	-	44,094	103,823	147,917
Geological	-	2,007	8,027	10,034
Permit applications	-	1,505	39,859	41,364
Professional services	-	2,411	5,143	7,555
Total expenditures during the year	9,995	61,741	170,965	242,701
Total expenditures, end of the year	112,554	61,741	170,965	345,260
Balance, end of the year	\$ 147,554	\$ 80,994	\$ 170,965	\$ 399,513

RINGBOLT VENTURES LTD.*(An Exploration Stage Company)***NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****FOR THE THREE MONTHS ENDED AUGUST 31, 2008****3. SHARE CAPITAL & CONTRIBUTED SURPLUS****(a) Authorized**

An unlimited number of common shares without par value.

(b) Issued and Outstanding Share Capital

	Number of Shares	Amount	Contributed Surplus
Balance – June 16, 2006 (date of incorporation)	-	\$ -	\$ -
Issued for Cash – escrow shares	4,943,750	134,375	-
Issued for Cash – private placement	1,541,250	202,875	-
Issued for property	100,000	10,000	-
Stock-based compensation	-	-	336,698
Balance – May 31, 2007	6,585,000	347,250	336,698
Issued for Cash – IPO October 2007	2,190,000	547,500	-
Issued for Cash – Private Placement March 2008	2,000,000	1,000,000	-
Issued for Cash – Private Placement April 2008	5,184,000	2,592,000	-
Issued for Cash – exercise of Options	524,000	131,000	-
Issued for Cash – exercise of Agents' Warrants	94,058	23,515	-
Issued for Finders Fees on private placements	555,000	277,500	-
Share issue cost – shares	-	(277,500)	-
Issued for Agent's Commission on IPO	14,473	3,618	-
Agent's warrants issued on IPO	-	(21,667)	21,667
Stock based compensation expense	-	-	627,846
Transfer from Contributed Surplus on Exercise of Warrants	-	9,306	(9,306)
Transfer from Contributed Surplus on Exercise of Options	-	51,842	(51,842)
Transfer from Contributed Surplus on Release of Escrow Shares	-	84,175	(84,175)
Share issue costs including Finders fees paid in cash	-	(206,759)	-
Shares issued during year	10,561,531	4,214,530	504,190
Balance - May 31, 2008	17,146,531	\$4,561,780	\$ 840,888
Issued for mineral properties	400,000	140,000	-
Issued for cash – exercise of Options	48,500	12,125	-
Issued for cash – Agents' Warrants	50,000	12,500	-
Transfer from Contributed Surplus on Exercise of Options	-	4,798	(4,798)
Transfer from Contributed Surplus on Exercise of Warrants	-	4,947	(4,947)
Shares issued during the period	498,500	174,370	(9,745)
Balance – August 31, 2008	17,645,031	\$4,736,150	\$ 831,143

RINGBOLT VENTURES LTD.

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

FOR THE THREE MONTHS ENDED AUGUST 31, 2008

3. SHARE CAPITAL & CONTRIBUTED SURPLUS (continued)

(b) Issued and Outstanding Share Capital (continued)

During the three months ended August 31, 2008, the Company issued the following shares:

- (i) 400,000 common shares in August 2008, at an ascribed amount of \$0.35 per share, as part of the consideration paid for the Option payment on the Hornby Basin mineral property.
- (ii) 48,500 common shares in June 2008, in consideration of receiving \$12,125 in proceeds from the exercise of stock options.
- (iii) 50,000 common shares in June 2008, in consideration of receiving \$12,500 in proceeds from the exercise of agents' warrants.

During the three months ended May 31, 2008, the Company issued the following shares:

- (i) The Company's Prospectus was receipted by the British Columbia Securities Commission and became a reporting issuer on October 2, 2007 offering 2,190,000 common shares at \$0.25 per share as an initial public offering ("IPO"). Pursuant to an Agency Agreement with Wolverton Securities Ltd. (the "Agent"), the Agent received a commission of 8% of the gross proceeds of the offering and was paid a corporate finance fee of \$25,000 plus GST and expenses. The Agent was granted a warrant to acquire 219,000 common shares at \$0.25 per share for a period of twelve months from the date that the Company's shares were listed on the TSX Venture Exchange, October 2, 2007.
- (ii) In early April 2008, the Company issued 2,000,000 common shares at \$0.50 per share by way of a non-brokered private placement Unit Offering for gross proceeds of 1,000,000. The Unit Offering was comprised of 2,000,000 common shares at \$0.50 per share and 1,000,000 warrants entitling the holder of each warrant to purchase one share at \$0.75 at any time up to April 4, 2009.

Finders' fees were paid to certain finders in cash. A finders' fee was paid to Fort House Inc. in the amount of \$20,000 and to Fast Marine Group in the amount of \$17,500.

- (iii) In late April 2008, the Company issued 5,184,000 common shares at \$0.50 per share by way of a non-brokered private placement Unit Offering for gross proceeds of \$2,592,000. The Unit Offering was comprised of 5,184,000 common shares at \$0.50 per share and 2,592,000 warrants entitling the holder of each warrant to purchase one share at \$0.75 at any time up to April 28, 2008.

Finders' fees were paid to certain finders in shares and in cash. A finders' fee was paid to Fast Marine Group in the amount of \$30,000.

- (iv) Included in share issue costs for the three months ended August 31, 2008 are previously deferred filing fees of \$39,246 and previously deferred share issuance costs of \$19,950 from fiscal 2007.

RINGBOLT VENTURES LTD.*(An Exploration Stage Company)***NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****FOR THE THREE MONTHS ENDED AUGUST 31, 2008****3. SHARE CAPITAL & CONTRIBUTED SURPLUS (continued)****(c) Stock Purchase Options**

The Company has established a share purchase option plan whereby the board of directors may, from time to time; grant options to directors, officers, employees or consultants to a maximum of 10% of the Company's issued and outstanding share capital. These options may be granted for a maximum term of five (5) years from date of grant.

A summary of the Company's option transactions for the three months ended August 31, 2008 are as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Contractual Life (years)
Balance, June 16, 2006 (date of incorporation)	Nil	\$ -	-
Granted	658,499	0.25	2
Exercised	-		-
Balance, May 31, 2007	658,499	0.25	2
Granted	1,425,000	0.69	2
Exercised	(524,000)	0.25	2
Balance, May 31, 2008	1,559,499	0.65	2
Granted	-		
Exercised	(48,500)	0.25	2
Balance outstanding, August 31, 2008	1,510,999	0.65	2
Balance exercisable, August 31, 2008	1,510,999	\$ 0.65	2

All of the 1,425,000 options granted during the three months ended August 31, 2008 vested on the grant dates.

As at May 31, 2008, there are 1,559,499 share purchase options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

Number	Price	Expiry Date
85,999	\$0.25	October 2, 2009
750,000	\$0.50	February 29, 2010
200,000	\$0.65	April 16, 2010
475,000	\$1.00	May 15, 2010
1,510,999		

RINGBOLT VENTURES LTD.*(An Exploration Stage Company)***NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****FOR THE THREE MONTHS ENDED AUGUST 31, 2008****3. SHARE CAPITAL & CONTRIBUTED SURPLUS (continued)****(c) Stock Purchase Options (continued)**

During the three months ended August 31, 2008, the Company issued no stock options.

The fair value is measured at the grant date and charged immediately to earnings (cliff-vested) with a corresponding increase in contributed surplus. Consideration paid to the Company on exercise of all options is credited to share capital.

During the three months ended August 31, 2008, the Company recognized \$Nil (2007 - \$Nil) of stock-based compensation expense for stock options granted during the periods.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-valuation model with the following assumptions:

	For the three months ended August 31, 2008	For the year ended May 31, 2008
Expected dividend yield	n/a	0.00%
Expected stock price volatility	n/a	100%
Risk-free interest rate	n/a	2.72% to 3.05%
Expected life of options	n/a	2 years

Using the above assumptions, the average fair value of the options granted is \$0.43 per option during fiscal 2008. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective price assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

(d) Share Purchase Warrants

During the year, as part of the two private placements in April 2008, the Company issued share purchase warrants which may be summarized as follows:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Contractual Life (years)
Balance, May 31, 2007	-	\$ -	-
Issued	3,874,500	0.75	1
Exercised	-		-
Expired/Cancelled	-		-
Balance outstanding, May 31, 2008	3,874,500	0.75	1
Balance exercisable, May 31, 2008 and August 31, 2008	3,874,500	\$ 0.75	1

RINGBOLT VENTURES LTD.*(An Exploration Stage Company)***NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****FOR THE THREE MONTHS ENDED AUGUST 31, 2008****3. SHARE CAPITAL & CONTRIBUTED SURPLUS (continued)****(d) Share Purchase Warrants (Continued)**

As at August 31, 2008, there are 3,874,500 share purchase warrants outstanding entitling the holders thereof the right to purchase one common share for each half warrant held as follows:

Number	Price	Expiry Date
1,057,500	\$0.75	April 4, 2009
2,817,000	\$0.75	April 28, 2009
3,874,500		

(e) Agents' Share Purchase Warrants

As part of the Company's IPO financing in October 2007, the Company issued Share Purchase Warrants to the two Agents entitling the Agents to purchase up to 219,000 common shares of the Company at any time up to October 2, 2008 at an exercise price of \$0.75 per common share.

A summary of the Agents' Share Purchase Warrants is as follows:

	Number of Agent Warrants	Weighted Average Exercise Price	Weighted Average Contractual Life (years)
Balance, May 31, 2007	-	\$ -	-
Issued	219,000	0.25	1
Exercised	(94,058)		1
Expired/Cancelled	-		-
Balance outstanding, May 31, 2008	124,942	0.25	1
Issued	-	-	-
Exercised	(50,000)	0.25	1
Expired/Cancelled	-	-	-
Balance outstanding, August 31, 2008	74,942	0.25	1
Balance exercisable, August 31, 2008	74,942	\$ 0.25	1

Subsequent to August 31, 2008, on October 2, 2008, all of the remaining 74,942 Agents' Share Purchase Warrants expired.

RINGBOLT VENTURES LTD.*(An Exploration Stage Company)***NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****FOR THE THREE MONTHS ENDED AUGUST 31, 2008**

3. SHARE CAPITAL & CONTRIBUTED SURPLUS (continued)**(e) Agents' Share Purchase Warrants (Continued)**

As at August 31, 2008, there are 74,942 share purchase warrants outstanding entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Number	Price	Expiry Date
74,942	\$0.75	October 2, 2008

The fair value is measured at the grant date and charged immediately to earnings (cliff-vested) with a corresponding increase in contributed surplus. Consideration paid to the Company on exercise of all warrants is credited to share capital.

During the three months ended August 31, 2008, the Company recognized \$Nil (2007 - \$Nil) of stock-based compensation expense for agents' warrants granted during the period.

The fair value of each agents' warrant is estimated on the date of grant using the Black-Scholes option-valuation model with the following assumptions:

	For the three months ended August 31, 2008	For the year ended May 31, 2008
Expected dividend yield	n/a	0.00%
Expected stock price volatility	n/a	100%
Risk-free interest rate	n/a	4.19%
Expected life of options	n/a	1 year

Using the above assumptions, the fair value of the agents' warrants granted is \$0.10 per option. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective price assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's agents' warrants.

(f) Escrow Shares

At August 31, 2008, there were 3,707,812 common shares (2007 – 4,943,750) held in escrow by the Company's transfer agent. The release of these shares is subject to regulatory approval.

(g) Issued Share Capital – as of October 28, 2008

As at October 28, 2008, the Company had 17,645,031 common shares issued and outstanding, having issued no additional common shares subsequent to August 31, 2008 to the date of this report.

RINGBOLT VENTURES LTD.

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

FOR THE THREE MONTHS ENDED AUGUST 31, 2008

4. RELATED PARTY TRANSACTIONS

- (a) During the three months ended August 31, 2008, director fees of \$3,000 (2007 - \$3,000) were paid to a director of the Company.
- (b) During the three months ended August 31, 2008, management fees of \$13,951 (2007 - \$Nil) were paid to a company controlled by a director of the Company.
- (c) During the three months ended August 31, 2008, consulting fees of \$15,060 (2007 - \$Nil) were paid to a company controlled by a director of the Company.
- (d) Included in accounts payable is \$11,500 due to companies controlled by directors of the Company.

The above transactions, occurring in the normal course of operations, are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

- (e) As at August 31, 2008, as part of the share purchase of Bua, the Company is owed \$9,000 US by a company controlled by a director of the Company. This transaction was recorded at the director's adjusted cost base of the shares.

The director fee and administration fees are on a month to month basis only. There are no contractual arrangements or commitments for the Company to make any other payments to related parties other than these month to month amounts.

5. NON-CASH TRANSACTIONS

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the statement of cash flows. The following transaction has been excluded from the statement of cash flows:

- During the three months ended August 31, 2008, the Company issued 400,000 common shares at an ascribed price of \$0.35 per common share as part of the consideration paid for the exercise of the Hornby Basin property.

6. SUBSEQUENT EVENTS

There were no events subsequent to August 31, 2008.

7. COMMITMENTS

On August 1, 2008, the Company entered into a six-month consulting agreement with a Utah company specializing in government relations for a monthly fee of \$10,000 US. The agreement is renewable upon the mutual consent of both parties and can be terminated by either party upon 30 days written notice.

8. COMPARATIVE FIGURES

Certain of the comparative figures have been reclassified to conform to current year's presentation.